## IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

|                                    | X      |                         |
|------------------------------------|--------|-------------------------|
| In re                              | :      | Chapter 11              |
| DELPHI CORPORATION, <u>et</u> al., | :<br>: | Case No. 05-44481 (RDD) |
| Debtors.                           | :      | (Jointly Administered)  |
|                                    | :<br>X |                         |
|                                    |        |                         |

#### AFFIDAVIT OF SERVICE OF PROPOSED FINAL TRADING ORDER

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On December 23, 2005, I caused to be served the documents listed below (i) upon the parties listed on <u>Exhibit A</u> hereto via overnight delivery, (ii) upon the parties listed on <u>Exhibit B</u> hereto via electronic notification, and (iii) upon the parties listed on <u>Exhibit C</u> hereto via postage pre-paid U.S. mail:

Notice of Proposed Final Order Under 11 U.S.C. §§ 105, 362, and 541 and Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable to Substantial Holders of Claims and Equity Securities and (B) Establishing Notification and Hearing Procedures for Trading in Claims and Equity Securities ("Notice of Proposed Final Trading Order") and (Proposed) Final Order Under 11 U.S.C. §§ 105, 362, and 541 and Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable to Substantial Holders of Claims and Equity Securities and (B) Establishing Notification and Hearing Procedures for Trading in Claims and Equity Securities ("Final Trading Order") (Docket No. 1614) [a copy of which is attached hereto as Exhibit D]

| Dated: December 29, 2005                               |                                   |
|--|-----------------------------------|
|  | /s/ Evan Gershbein Evan Gershbein |
| Sworn to and subscribed before me on December 29, 2005 | Evan Gershoem                     |
| /s/ Sarah Elizabeth Frankel Notary Public              |                                   |
| My Commission Expires: 12/23/08                        | <u> </u>                          |

### **EXHIBIT A**

## 05-44481-rdd Doc 1663 Filed 12/29/05 Entered 12/29/05 15:55:09 Main Document Pg 3 of 70 Delphi Corporation Master Service List

|   |                                    |                                |              | O. Inn.      |       |            |              | =             |                                     |                               |
|---|------------------------------------|--------------------------------|--------------|--------------|-------|------------|--------------|---------------|-------------------------------------|-------------------------------|
| COMPANY                                 | CONTACT                            | ADDRESS1                       | ADDRESS2     | CITY         | STATE | ZIP        | PHONE        | FAX           | EMAIL                               | PARTY / FUNCTION              |
| Brown Rudnick Berlack Israels LLP       | Robert J. Stark                    | Seven Times Square             |              | New York     | NY    | 10036      | 212-209-4800 | 212-2094801   | rstark@brownrudnick.com             | Indenture Trustee             |
| Capital Research and Management         |                                    |                                |              |              |       |            |              |               |                                     |                               |
| Company                                 | Michelle Robson                    | 11100 Santa Monica Blvd        | 15th Floor   | Los Angeles  | CA    | 90025      | 310-996-6140 | 310-996-6091  | mlfr@capgroup.com                   | Creditor Committee Member     |
| Cohen Weiss & Simon                     | Bruce Simon                        | 330 W. 42nd Street             |              | New York     | NY    | 10036      | 212-356-0231 | 212-695-5436  | b.simon@cwsny.com                   |                               |
|   |                                    |                                |              |              |       |            |              |               |                                     | Counsel for Flextronics       |
| Curtis, Mallet-Prevost, Colt & mosle LL | P Steven J. Reisman                | 101 Park Avenue                |              | New York     | NY    | 10178-0061 | 2126966000   | 2126971559    | sreisman@cm-p.com                   | International USA, Inc.       |
|   |                                    |                                |              |              |       |            |              |               |                                     | Postpetition Administrative   |
| Davis Polk & Wardwell                   | Donald Bernstein                   | 450 Lexington Avenue           |              | New York     | NY    | 10017      | 212-450-4092 | 212-450-3092  | donald.bernstein@dpw.com            | Agent                         |
|   |                                    |                                |              |              |       |            |              |               | sean.p.corcoran@delphi.com          |                               |
| Delphi Corporation                      | Sean Corcoran, Karen Craft         | 5725 Delphi Drive              |              | Troy         | MI    | 48098      | 248-813-2000 | 248-813-2670  | karen.j.craft@delphi.com            | Debtors                       |
| Electronic Data Systems Corp.           | Michael Nefkens                    | 5505 Corporate Drive MSIA      |              | Troy         | MI    | 48098      | 248-696-1729 | 248-696-1739  | mike.nefkens@eds.com                | Creditor Committee Member     |
|   |                                    |                                |              |              |       |            |              |               |                                     | Counsel for Flextronics       |
| Flextronics International               | Carrie L. Schiff                   | 6328 Monarch Park Place        |              | Niwot        | CO    | 80503      | 303-652-4853 | 303-652-4716  | cshiff@flextronics.com              | International                 |
|   |                                    |                                |              |              |       |            |              |               |                                     | Counsel for Flextronics       |
| Flextronics International               | Terry Zale                         | 6328 Monarch Park Place        |              | Niwot        | CO    | 80503      | 303-652-4853 | 303-652-4716  | terryzale@flextronics.com           | International                 |
| Freescale Semiconductor, Inc.           | Richard Lee Chambers, III          | 6501 William Cannon Drive West | MD: OE16     | Austin       | TX    | 78735      | 512-895-6357 | 512-895-3090  | trey.chambers@freescale.com         | Creditor Committee Member     |
|   |                                    |                                |              |              |       |            |              |               |                                     |                               |
| FTI Consulting, Inc.                    | Randall S. Eisenberg               | 3 Times Square                 | 11th Floor   | New York     | NY    | 10036      | 212-2471010  | 212-841-9350  | randall.eisenberg@fticonsulting.com | Financial Advisors to Debtors |
| General Electric Company                | Valerie Venable                    | 9930 Kincey Avenue             |              | Huntersville | NC    | 28078      | 704-992-5075 | 866-585-2386  |                                     | Creditor Committee Member     |
|   |                                    |                                |              |              |       |            |              |               |                                     | Counsel for Employee          |
| Groom Law Group                         | Lonie A. Hassel                    | 1701 Pennsylvania Avenue, NW   |              | Washington   | DC    | 20006      | 202-857-0620 | 202-659-4503  | lhassel@groom.com                   | Benefits                      |
|   |                                    |                                |              |              |       |            |              |               |                                     | Counsel for Hexcel            |
| Hodgson Russ LLP                        | Stephen H. Gross                   | 152 West 57th Street           | 35th Floor   | New York     | NY    | 10019      | 212-751-4300 | 212-751-0928  | sgross@hodgsonruss.com              | Corporation                   |
| Honigman Miller Schwartz and Cohn       | Frank L. Gorman, Esq.              | 2290 First National Building   | 660 Woodward | Detroit      | MI    | 48226-3583 | 313-465-7000 | 313-465-8000  |                                     | Counsel to General Motors     |
| LLP                                     |                                    |                                | Avenue       |              |       |            |              |               | fgorman@honigman.com                | Corporation                   |
| Honigman Miller Schwartz and Cohn       | Robert B. Weiss, Esq.              | 2290 First National Building   | 660 Woodward | Detroit      | MI    | 48226-3583 | 313-465-7000 | 313-465-8000  |                                     | Counsel to General Motors     |
| LLP                                     |                                    |                                | Avenue       |              |       |            |              |               | rweiss@honigman.com                 | Corporation                   |
|   | Attn: Insolvency Department, Mario |                                |              |              |       |            |              |               |                                     |                               |
| Internal Revenue Service                | Valerio                            | 290 Broadway                   | 5th Floor    | New York     | NY    | 10007      | 212-298-2015 | 212-298-2016  |                                     | IRS                           |
| Internal Revenue Service                | Attn: Insolvency Department        | 477 Michigan Ave               | Mail Stop 15 | Detroit      | MI    | 48226      | 313-628-3648 | 313-628-3602  |                                     | Michigan IRS                  |
| IUE-CWA                                 | Henry Reichard                     | 2360 W. Dorothy Lane           | Suite 201    | Dayton       | OH    | 45439      | 937-294-7813 | 937-294-9164  | hreichardiuecwa@aol.com             | Creditor Committee Member     |
| Jefferies & Company, Inc,               | William Q. Derrough                | 520 Madison Avenue             | 12th Floor   | New York     | NY    | 10022      | 212-284-2521 | 212-284-2470  | bderrough@jefferies.com             | UCC Professional              |
|   |                                    |                                |              |              |       |            |              |               | thomas.fmaher@chase.com             |                               |
|   | Thomas F. Maher, Richard Duker,    |                                |              |              |       |            |              |               | richard.duker@jpmorgan.com          | Postpetition Administrative   |
| JPMorgan Chase Bank, N.A.               | Gianni Russello                    | 270 Park Avenue                |              | New York     | NY    | 10017      | 212-270-0426 | 212-270-0430  | gianni.russello@jpmorgan.com        | Agent                         |
|   |                                    |                                |              |              |       |            |              |               |                                     | Prepetition Administrative    |
| JPMorgan Chase Bank, N.A.               | Vilma Francis                      | 270 Park Avenue                |              | New York     | NY    | 10017      | 212-270-5484 | 212-270-4016  | vilma.francis@jpmorgan.com          | Agent                         |
| Kramer Levin Naftalis & Frankel LLP     | Gordon Z. Novod                    | 1177 Avenue of the Americas    |              | New York     | NY    | 10036      | 212-715-910  | 0 212-715-800 | 0                                   | Counsel Data Systems          |
|   |                                    |                                |              |              |       |            |              |               |                                     | Corporation; EDS Information  |
|   |                                    |                                |              |              |       |            |              |               | gnovod@kramerlevin.com              | Services, LLC                 |
| Kramer Levin Naftalis & Frankel LLP     | Thomas Moers Mayer                 | 1177 Avenue of the Americas    |              | New York     | NY    | 10036      | 212-715-910  | 0 212-715-800 | 0                                   | Counsel Data Systems          |
|   |                                    |                                |              |              |       |            |              |               |                                     | Corporation; EDS Information  |
|   |                                    |                                |              |              |       |            |              |               | tmayer@kramerlevin.com              | Services, LLC                 |
| Kurtzman Carson Consultants             | James Le                           | 12910 Culver Blvd.             | Suite I      | Los Angeles  | CA    | 90066      | 310-751-1511 | 310-751-1561  | jle@kccllc.com                      | Noticing and Claims Agent:    |
| Latham & Watkins LLP                    | Robert J. Rosenberg                | 885 Third Avenue               |              | New York     | NY    | 10022      | 212-906-1370 | 212-751-4864  | robert.rosenberg@lw.com             | UCC Professional              |
| Law Debenture Trust of New York         | Patrick J. Healy                   | 767 Third Ave.                 | 31st Floor   | New York     | NY    | 10017      | 212-750-6474 | 212-750-1361  | patrick.healy@lawdeb.com            | Indenture Trustee             |
| Law Debenture Trust of New York         | Daniel R. Fisher                   | 767 Third Ave.                 | 31st Floor   | New York     | NY    | 10017      | 212-750-6474 | 212-750-1361  | daniel.fisher@lawdeb.com            | Indenture Trustee             |
| McDermott Will & Emery LLP              | David D. Cleary                    | 227 West Monroe Street         |              | Chicago      | IL    | 60606      | 312-372-2000 | 312-984-7700  |                                     | Counsel for Recticel North    |
|   |                                    |                                |              |              |       |            |              |               | dcleary@mwe.com                     | America, Inc.                 |
| McDermott Will & Emery LLP              | Mohsin N. Khambati                 | 227 West Monroe Street         |              | Chicago      | IL    | 60606      | 312-372-2000 | 312-984-7700  |                                     | Counsel for Recticel North    |
|   |                                    |                                |              |              |       |            |              |               | mkhambati@mwe.com                   | America, Inc.                 |
|   |                                    |                                |              |              |       |            |              |               |                                     | Counsel for Movant Retirees   |
|   |                                    |                                |              |              |       |            |              |               |                                     | and Proposed Counsel for      |
|   |                                    |                                |              |              |       |            |              |               |                                     | The Official Committee of     |
| McTigue Law Firm                        | J. Brian McTigue                   | 5301 Wisconsin Ave. N.W.       | Suite 350    | Washington   | DC    | 20015      | 202-364-6900 | 202-364-9960  | bmctigue@mctiguelaw.com             | Retirees                      |
|   |                                    |                                |              |              |       |            |              | 1             |                                     | Counsel for Movant Retirees   |
|   |                                    |                                |              |              |       |            |              |               |                                     | and Proposed Counsel for      |
|   |                                    |                                |              |              |       |            |              |               |                                     | The Official Committee of     |
| McTigue Law Firm                        | Cornish F. Hitchcock               | 5301 Wisconsin Ave. N.W.       | Suite 350    | Washington   | DC    | 20015      | 202-364-6900 | 202-364-9960  | conh@mctiguelaw.com                 | Retirees                      |
|   | Melissa Knolls                     | 321 N. Clark St.               | 13th Floor   | Chicago      | IL    | 60601      | 800-453-0600 | 312-644-8927  | mknoll@mesirowfinancial.com         | UCC Professional              |
| Mesirow Financial                       |                                    |                                |              |              |       |            |              |               |                                     | Counsel for Blue Cross and    |
| Mesirow Financial                       |                                    |                                |              |              |       |            |              |               |                                     | Couriser for Dide Cross and   |
| Mesirow Financial  Morrison Cohen LLP   | Joseph T. Moldovan, Esq.           | 909 Third Avenue               |              | New York     | NY    | 10022      | 2127358603   | 9175223103    | jmoldovan@morrisoncohen.com         | Blue Shield of Michigan       |
|   | Joseph T. Moldovan, Esq.           | 909 Third Avenue               |              | New York     | NY    | 10022      | 2127358603   | 9175223103    | jmoldovan@morrisoncohen.com         |                               |

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Delphi Corporation
Master Service List

| COMPANY                                  | CONTACT                              | ADDRESS1                     | ADDRESS2          | CITY   | STATE | ZIP        | PHONE        | FAX                           | EMAIL                                     | PARTY / FUNCTION                                   |
|--|--------------------------------------|------------------------------|-------------------|--|-------|------------|--------------|-------------------------------|---|--|
| COMI AIVI                                | SONTAGE                              | ABBRESST                     | ADDITEOUL         | OIII   | OIAIL |            | THORE        | IAA                           | LIVAL                                     | New York Attorney General's                        |
| Office of New York State                 | Attorney General Eliot Spitzer       | 120 Broadway                 |                   | New York City                                | NY    | 10271      | 212-416-8000 | 212-416-6075                  |   | Office   |
| O'Melveny & Meyer LLP                    | Robert Siegel                        | 400 South Hope Street        |                   | Los Angeles                                  | CA    | 90071      | 213-430-6000 | 213-430-6407                  | rsiegel@omm.com                           | Special Labor Counsel                              |
| O'Melveny & Meyer LLP                    | Tom A. Jerman, Rachel Janger         | 1625 Eye Street, NW          |                   | Washington                                   | DC    | 20006      | 202-383-5300 | 202-383-5414                  | tjerman@omm.com                           | Special Labor Counsel                              |
|  |                                      |                              |                   |  |       |            |              |                               | garrick.sandra@pbgc.gov                   | Counsel for Pension Benefit                        |
| Pension Benefit Guaranty Corporation     | Jeffrey Cohen                        | 1200 K Street, N.W.          | Suite 340         | Washington                                   | DC    | 20005      | 202-326-4020 | 202-326-4112                  | efile@pbgc.gov                            | Guaranty Corporation                               |
|  |                                      |                              |                   |  |       |            |              |                               |   |  |
|  |                                      |                              | 0 11 0 10         |  |       |            |              |                               |   | Chief Counsel for the Pension                      |
| Pension Benefit Guaranty Corporation     | Ralph L. Landy                       | 1200 K Street, N.W.          | Suite 340         | Washington                                   | DC    | 20005-4026 | 2023264020   | 2023264112                    | landy.ralph@pbgc.gov                      | Benefit Guaranty Corporation Counsel for Freescale |
|  |                                      |                              |                   |  |       |            |              |                               |   | Semiconductor, Inc., f/k/a                         |
|  |                                      |                              |                   |  |       |            |              |                               |   | Motorola Semiconductor                             |
| Phillips Nizer LLP                       | Sandra A. Riemer                     | 666 Fifth Avenue             |                   | New York                                     | NY    | 10103      | 212-841-0589 | 212-262-5152                  | sriemer@phillipsnizer.com                 | Systems  |
| Rothchild Inc.                           | David L. Resnick                     | 1251 Avenue of the Americas  |                   | New York                                     | NY    | 10020      | 212-403-3500 | 212-403-5454                  | david.resnick@us.rothschild.com           | Financial Advisor                                  |
| i todiomia mo.                           | David E. Flooriick                   | 12017 World of the 7 thorodo |                   | 11011 10111                                  |       | 10020      | 2.2 .00 0000 | 2.2 .00 0.0.                  | adviancement & denied maneem              | Counsel for Murata Electrones                      |
| Seyfarth Shaw LLP                        | Robert W. Dremluk                    | 1270 Avenue of the Americas  | Suite 2500        | New York                                     | NY    | 10020-1801 | 2122185500   | 2122185526                    | rdremluk@seyfarth.com                     | North  |
|  |                                      |                              |                   |  |       |            |              |                               | dbartner@shearman.com                     |  |
| Shearman & Sterling LLP                  | Douglas Bartner, Jill Frizzley       | 599 Lexington Avenue         |                   | New York                                     | NY    | 10022      | 212-8484000  | 212-848-7179                  | jfrizzley@shearman.com                    | Local Counsel to the Debtors                       |
| -  |                                      |                              |                   |  |       |            |              |                               | kziman@stblaw.com                         |  |
|  | Kenneth S. Ziman, Robert H. Trust,   |                              |                   |  |       |            |              |                               | rtrust@stblaw.com                         | Prepetition Administrative                         |
| Simpson Thatcher & Bartlett LLP          | William T. Russell, Jr.              | 425 Lexington Avenue         |                   | New York                                     | NY    | 10017      | 212-455-2000 | 212-455-2502                  | wrussell@stblaw.com                       | Agent  |
|  |                                      |                              |                   |  |       |            |              |                               | jbutler@skadden.com                       |  |
| Skadden, Arps, Slate, Meagher & Flom     |                                      |                              |                   |  |       |            |              |                               | jlyonsch@skadden.com                      |  |
| LLP                                      | Ron E. Meisler                       | 333 W. Wacker Dr.            | Suite 2100        | Chicago                                      | IL    | 60606      | 312-407-0700 | 312-407-0411                  | rmeisler@skadden.com                      | Counsel to the Debtor                              |
| Skadden, Arps, Slate, Meagher & Flom LLP | Kayalyn A. Marafioti, Thomas J. Matz | 4 Times Square               | P.O. Box 300      | New York                                     | NY    | 10036      | 212-735-3000 | 212-735-2000                  | kmarafio@skadden.com<br>tmatz@skadden.com | Counsel to the Debtor                              |
| LLF                                      | IVIALZ                               | 4 Times Square               | P.O. BOX 300      | New TOIK                                     | INT   | 10030      | 212-735-3000 | 212-735-2000                  | tmatz@skadden.com                         | Counsel for Movant Retirees                        |
|  |                                      |                              |                   |  |       |            |              |                               |   | and Proposed Counsel for                           |
|  |                                      |                              |                   |  |       |            |              |                               |   | The Official Committee of                          |
| Spencer Fane Britt & Browne LLP          | Daniel D. Doyle                      | 1 North Brentwood Boulevard  | Tenth Floor       | St. Louis                                    | мо    | 63105      | 314-863-7733 | 314-862-4656                  | ddoyle@spencerfane.com                    | Retirees   |
|  |                                      |                              |                   |  |       |            |              |                               |   | Counsel for Movant Retirees                        |
|  |                                      |                              |                   |  |       |            |              |                               |   | and Proposed Counsel for                           |
|  |                                      |                              |                   |  |       |            |              |                               |   | The Official Committee of                          |
| Spencer Fane Britt & Browne LLP          | Nicholas Franke                      | 1 North Brentwood Boulevard  | Tenth Floor       | St. Louis                                    | MO    | 63105      | 314-863-7733 | 314-862-4656                  | nfranke@spencerfane.com                   | Retirees   |
|  | Chester B. Salomon, Constantine D    | I .                          |                   |  |       |            |              |                               | cp@stevenslee.com                         |  |
| Stevens & Lee, P.C.                      | Pourakis                             | 485 Madison Avenue           | 20th Floor        | New York                                     | NY    | 10022      | 2123198500   | 2123198505                    | cs@stevenslee.com                         | Counsel for Wamco, Inc.                            |
|  |                                      |                              |                   |  |       |            |              |                               |   | Conflicts Counsel to the                           |
| Togut, Segal & Segal LLP                 | Albert Togut                         | One Penn Plaza               | Suite 3335        | New York                                     | NY    | 10119      | 212-594-5000 | 212-967-4258                  | altogut@teamtogut.com                     | Debtors  |
|  |                                      |                              |                   |  |       |            |              | 212-668-2255<br>does not take |   |  |
| United States Trustee                    | Alicia M. Leonard                    | 33 Whitehall Street          | 21st Floor        | New York                                     | NY    | 10004-2112 | 212-510-0500 | service via fax               |   | United States Trustee                              |
| United States Trustee                    | Deirdre A. Martini                   | 33 Whitehall Street          | Suite 2100        | New York                                     | NY    | 10004-2112 | 212-510-0500 | 212-668-2256                  | deirdre.martini@usdoj.gov                 | United States Trustee                              |
| Office offices frustee                   | Bendre 7t. Wartin                    | oo wiiterian etreet          | Cuite 2 100       | TTOW TORK                                    |       | 10004      | 212 010 0000 | 212 000 2200                  | deliare.maramæasaoj.gov                   | Proposed Conflicts Counsel                         |
|  |                                      |                              | 301 Commerce      |  |       |            |              |                               |   | for the Official Committee of                      |
| Warner Stevens, L.L.P.                   | Michael D. Warner                    | 1700 City Center Tower II    | Street            | Fort Worth                                   | TX    | 76102      | 817-810-5250 | 817-810-5255                  |   | Unsecured Creditors                                |
| Weil, Gotshal & Manges LLP               | Jeffrey L. Tanenbaum, Esq.           | 767 Fifth Avenue             |                   | New York                                     | NY    | 10153      | 212-310-8000 | 212-310-8007                  |   | Counsel to General Motors                          |
|  |                                      |                              | <u> </u>          | <u>                                     </u> |       |            |              |                               | jeffrey.tanenbaum@weil.com                | Corporation  |
| Weil, Gotshal & Manges LLP               | Martin J. Bienenstock, Esq.          | 767 Fifth Avenue             |                   | New York                                     | NY    | 10153      | 212-310-8000 | 212-310-8007                  |   | Counsel to General Motors                          |
|  |                                      | 1                            |                   |  |       |            |              |                               | martin.bienenstock@weil.com               | Corporation  |
| Weil, Gotshal & Manges LLP               | Michael P. Kessler, Esq.             | 767 Fifth Avenue             |                   | New York                                     | NY    | 10153      | 212-310-8000 | 212-310-8007                  |   | Counsel to General Motors                          |
|  |                                      |                              | 4400 No de Maria  |  | 1     |            |              |                               | michael.kessler@weil.com                  | Corporation  |
| Wilmington Tour Comment                  | Steven M. Girnelens                  | Dadaes Cassas North          | 1100 North Market | \A(: :                                       | DE    | 10000      | 202 020 0050 | 202 020 4440                  |   | Creditor Committee                                 |
| Wilmington Trust Company                 | Steven M. Cimalore                   | Rodney Square North          | Street            | Wilmington                                   | DE    | 19890      | 302-636-6058 | 302-636-4143                  | scimalore@wilmingtontrust.com             | Member/Indenture Trustee                           |

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| COMPANY                              | CONTACT                               | ADDRESS1                     | ADDRESS2 | CITY     | STATE | ZIP        | COUNTRY | EMAIL                     | PARTY / FUNCTION              |
|--------------------------------------|---------------------------------------|------------------------------|----------|----------|-------|------------|---------|---------------------------|-------------------------------|
|                                      |                                       |                              |          |          |       |            |         | jbromley@cgsh.com         |                               |
| Cleary Gottlieb Steen & Hamilton LLP | James L Bromley and William L McRae   | One Liberty Plaza            |          | New York | NY    | 10006      |         | wmcrae@cgsh.com           | Lehman Brothers, et. al.      |
|                                      |                                       |                              |          |          |       |            |         | Michael.cook@srz.com      |                               |
| Schulte Roth & Zabel LLP             | Michael L. Cook and Carol Weiner Levy | 919 Third Avenue             |          | New York | NY    | 10022      |         | carol.weiner.levy@srz.com | D.C. Capital Partners, L.P.   |
| White & Case LLP                     | Gerard Uzzi                           | 1155 Avenue of the Americas  |          | New York | NY    | 10036      |         | guzzi@miami.whitecase.com | Appaloosa Management L.P.     |
| Lowenstein Sandler PC                | Scott Cargill                         | 65 Livingston Avenue         |          | Roseland | NJ    | 07068-1791 |         | scargill@lowenstein.com   | Cerberus                      |
| Wachtell, Lipton, Rosen & Katz       | Richard Mason                         | 51 West 52nd Street          |          | New York | NY    | 10019      |         | RGMason@wlrk.com          | Capital Research & Management |
| Thelen Reid & Priest LLP             | Dan Lowenthal                         | 875 Third Avenue             |          | New York | NY    | 10022-6225 |         | dlowenthal@thelenreid.com | Brandes Investment Partners   |
| Akin Gump Strauss Hauer & Feld LLP   | Patrick Cox                           | 590 Madison Avenue           |          | New York | NY    | 10022-2524 |         | pcox@akingump.com         |                               |
| Latham & Watkins LLP                 | Mitchell Seider                       | 885 Third Avenue, Suite 1000 |          | New York | NY    | 10022      |         | Mitchell.Seider@lw.com    | Creditors' Committee          |
| Seward & Kissel LLP                  | Marc Pifko                            | One Battery Park Plaza       |          | New York | NY    | 10004      |         | pifko@sewkis.com          | Marathon Asset Management     |

### **EXHIBIT B**

## 05-44481-rdd Doc 1663 Filed 12/29/05 Entered 12/29/05 15:55:09 Main Document Pg 7 of 70 Delphi Corporation Master Service List

| COMPANY                                 | CONTACT                           | ADDRESSA                       | ADDDEGGG     | OITV        | OTATE | 710        | DUONE           | EAV             | EMAIL                               | DARTY / FUNCTION  |
|---|-----------------------------------|--------------------------------|--------------|-------------|-------|------------|-----------------|-----------------|-------------------------------------|---|
| COMPANY                                 | CONTACT                           | ADDRESS1                       | ADDRESS2     | CITY        | STATE | ZIP        | PHONE           | FAX             | EMAIL                               | PARTY / FUNCTION  |
| Brown Rudnick Berlack Israels LLP       | Robert J. Stark                   | Seven Times Square             |              | New York    | NY    | 10036      | 212-209-4800    | 212-2094801     | rstark@brownrudnick.com             | Indenture Trustee                                       |
| Capital Research and Management Company | Michelle Robson                   | 11100 Santa Monica Blvd        | 15th Floor   | Los Angeles | CA    | 90025      | 310-996-6140    | 310-996-6091    | mlfr@capgroup.com                   | Creditor Committee Member                               |
| Cohen Weiss & Simon                     | Bruce Simon                       | 330 W. 42nd Street             | 130111001    | New York    | NY    | 10036      | 212-356-0231    | 212-695-5436    | b.simon@cwsny.com                   | Creditor Committee Member                               |
| Concil Weiss & Cimon                    | Brace curion                      | OGO VV. 4211d Circot           |              | INCW FORK   |       | 10000      | 212 000 0201    | 212 000 0400    | D.SIMON@GWSHY.COM                   | Counsel for Flextronics                                 |
| Curtis, Mallet-Prevost, Colt & mosle LL | P Steven J. Reisman               | 101 Park Avenue                |              | New York    | NY    | 10178-0061 | 2126966000      | 2126971559      | sreisman@cm-p.com                   | International USA, Inc.                                 |
|   |                                   |                                |              |             |       |            |                 |                 |                                     | Postpetition Administrative                             |
| Davis Polk & Wardwell                   | Donald Bernstein                  | 450 Lexington Avenue           |              | New York    | NY    | 10017      | 212-450-4092    | 212-450-3092    | donald.bernstein@dpw.com            | Agent   |
|   |                                   |                                |              |             |       |            |                 |                 | sean.p.corcoran@delphi.com          |   |
| Delphi Corporation                      | Sean Corcoran, Karen Craft        | 5725 Delphi Drive              |              | Troy        | MI    | 48098      | 248-813-2000    | 248-813-2670    | karen.j.craft@delphi.com            | Debtors   |
|   |                                   |                                |              |             |       |            |                 |                 |                                     |   |
| Electronic Data Systems Corp.           | Michael Nefkens                   | 5505 Corporate Drive MSIA      |              | Troy        | MI    | 48098      | 248-696-1729    | 248-696-1739    | mike.nefkens@eds.com                | Creditor Committee Member                               |
| Flextronics International               | Carrie L. Schiff                  | 6328 Monarch Park Place        |              | Niwot       | СО    | 80503      | 303-652-4853    | 303-652-4716    | cshiff@flextronics.com              | Counsel for Flextronics<br>International                |
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| Tiextromes international                | Terry Zuic                        | 0020 Monarch Lank Lace         |              | THIWOU      | 00    | 00000      | 000 002 4000    | 000 002 41 10   | terryzare to mextromes.com          | international   |
| Freescale Semiconductor, Inc.           | Richard Lee Chambers, III         | 6501 William Cannon Drive West | MD: OE16     | Austin      | TX    | 78735      | 512-895-6357    | 512-895-3090    | trey.chambers@freescale.com         | Creditor Committee Member                               |
|   |                                   |                                |              |             |       |            |                 |                 |                                     |   |
| FTI Consulting, Inc.                    | Randall S. Eisenberg              | 3 Times Square                 | 11th Floor   | New York    | NY    | 10036      | 212-2471010     | 212-841-9350    | randall.eisenberg@fticonsulting.com | Financial Advisors to Debtors                           |
| -                                       |                                   |                                |              |             |       |            |                 |                 |                                     | Counsel for Employee                                    |
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|   |                                   |                                |              |             |       |            |                 |                 |                                     | Counsel for Hexcel                                      |
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| LLP                                     | Dibit D. Weiter Free              | 2000 First National Building   | Avenue       | D. L. T     |       | 10000 0500 | 040 405 7000    | 040 405 0000    | fgorman@honigman.com                | Corporation   |
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| LLP                                     |                                   |                                | Avenue       |             |       |            |                 |                 | Tweiss@nonigman.com                 | Corporation   |
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| sonence a company, me,                  | William Q. Benedgii               | eze madicent trende            | .2           | THE TOTAL   |       | .0022      | 2.2.20.202.     | 212 20 1 2 11 0 | thomas.fmaher@chase.com             | 200 i Toroccionar                                       |
|   | Thomas F. Maher, Richard Duker,   |                                |              |             |       |            |                 |                 | richard.duker@jpmorgan.com          | Postpetition Administrative                             |
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|   |                                   |                                |              |             |       |            |                 |                 |                                     | Prepetition Administrative                              |
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|   |                                   |                                |              |             |       |            |                 |                 |                                     | Corporation; EDS Information                            |
|   |                                   |                                |              |             |       | 10000      | 0.40 = 4 = 0.40 |                 | gnovod@kramerlevin.com              | Services, LLC   |
| Kramer Levin Naftalis & Frankel LLP     | Thomas Moers Mayer                | 1177 Avenue of the Americas    |              | New York    | NY    | 10036      | 212-715-9100    | 212-715-8000    |                                     | Counsel Data Systems Corporation; EDS Information       |
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| Law Debenture Trust of New York         | Patrick J. Healy                  | 767 Third Ave.                 | 31st Floor   | New York    | NY    | 10017      | 212-750-6474    | 212-750-1361    | patrick.healy@lawdeb.com            | Indenture Trustee                                       |
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| •                                       | ,                                 |                                |              | Ů           |       |            |                 |                 | dcleary@mwe.com                     | America, Inc.   |
| McDermott Will & Emery LLP              | Mohsin N. Khambati                | 227 West Monroe Street         |              | Chicago     | IL    | 60606      | 312-372-2000    | 312-984-7700    |                                     | Counsel for Recticel North                              |
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|   |                                   |                                |              |             |       |            |                 |                 |                                     | Counsel for Movant Retirees                             |
|   |                                   |                                |              |             |       |            |                 |                 |                                     | and Proposed Counsel for                                |
| M.T I Etc.                              | L D.C. M.T.                       | 5004 145                       | 0.11.050     | 1441-1      | D.O.  | 00045      | 000 004 0000    | 000 004 0000    | Lange Configuration                 | The Official Committee of                               |
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|   |                                   |                                |              |             |       |            |                 |                 |                                     | Counsel for Movant Retirees<br>and Proposed Counsel for |
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|   |                                   |                                |              |             | _     |            | ,               |                 |                                     | Counsel for Blue Cross and                              |
| Morrison Cohen LLP                      | Joseph T. Moldovan, Esq.          | 909 Third Avenue               |              | New York    | NY    | 10022      | 2127358603      | 9175223103      | jmoldovan@morrisoncohen.com         | Blue Shield of Michigan                                 |
|   |                                   |                                |              |             |       |            |                 |                 |                                     | Securities and Exchange                                 |
| Northeast Regional Office               | Mark Schonfeld, Regional Director | 3 World Financial Center       | Room 4300    | New York    | NY    | 10281      | 212-336-1100    | 212-336-1323    | newyork@sec.gov                     | Commission  |
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## 05-44481-rdd Doc 1663 Filed 12/29/05 Entered 12/29/05 15:55:09 Main Document Pg 8 of 70 Delphi Corporation Master Service List

| COMPANY  | CONTACT                            | ADDRESS1                           | ADDRESS2          | CITY       | STATE   | ZIP        | PHONE        | FAX          | EMAIL                                       | PARTY / FUNCTION                      |
|--|------------------------------------|------------------------------------|-------------------|------------|---------|------------|--------------|--------------|---|---------------------------------------|
|  |                                    |                                    |                   |            |         |            |              |              | garrick.sandra@pbgc.gov                     | Counsel for Pension Benefit           |
| Pension Benefit Guaranty Corporation   | Jeffrey Cohen                      | 1200 K Street, N.W.                | Suite 340         | Washington | DC      | 20005      | 202-326-4020 | 202-326-4112 | efile@pbgc.gov                              | Guaranty Corporation                  |
| •  |                                    |                                    |                   |            |         |            |              |              |   | •                                     |
|  |                                    |                                    |                   |            |         |            |              |              |   | Chief Counsel for the Pension         |
| Pension Benefit Guaranty Corporation   | Ralph L. Landy                     | 1200 K Street, N.W.                | Suite 340         | Washington | DC      | 20005-4026 | 2023264020   | 2023264112   | landy.ralph@pbgc.gov                        | Benefit Guaranty Corporation          |
|  |                                    |                                    |                   |            |         |            |              |              |   | Counsel for Freescale                 |
|  |                                    |                                    |                   |            |         |            |              |              |   | Semiconductor, Inc., f/k/a            |
|  |                                    |                                    |                   |            |         |            |              |              |   | Motorola Semiconductor                |
| Phillips Nizer LLP   | Sandra A. Riemer                   | 666 Fifth Avenue                   |                   | New York   | NY      | 10103      | 212-841-0589 | 212-262-5152 | sriemer@phillipsnizer.com                   | Systems                               |
| Rothchild Inc.   | David L. Resnick                   | 1251 Avenue of the Americas        |                   | New York   | NY      | 10020      | 212-403-3500 | 212-403-5454 | david.resnick@us.rothschild.com             | Financial Advisor                     |
| O. Call Obs. LLD   | Date day David                     | 1070 4                             | 0 11 0500         | N. W. I    | N. D. C | 10000 1001 | 0400405500   | 0400405500   | alored LOVE forth and                       | Counsel for Murata Electronce         |
| Seyfarth Shaw LLP  | Robert W. Dremluk                  | 1270 Avenue of the Americas        | Suite 2500        | New York   | NY      | 10020-1801 | 2122185500   | 2122185526   | rdremluk@seyfarth.com                       | North                                 |
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| Ompson matcher & Bartlett EE   | William 1. Russell, st.            | 425 Lexington Avenue               |                   | IVEW TOIK  | 141     | 10017      | 212-433-2000 | 212-433-2302 | ibutler@skadden.com                         | Agent                                 |
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| Skadden, Arps, Slate, Meagher & Flom   |                                    | CCC TT: TTGGNC: DT:                | Cuito 2 100       | ooago      |         | 00000      | 0.2 .0. 0.00 | 0.2 .0. 0    | kmarafio@skadden.com                        | Councer to the Boston                 |
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|  |                                    |                                    |                   |            |         |            |              |              |   | Counsel for Movant Retirees           |
|  |                                    |                                    |                   |            |         |            |              |              |   | and Proposed Counsel for              |
|  |                                    |                                    |                   |            |         |            |              |              |   | The Official Committee of             |
| Spencer Fane Britt & Browne LLP  | Daniel D. Doyle                    | 1 North Brentwood Boulevard        | Tenth Floor       | St. Louis  | MO      | 63105      | 314-863-7733 | 314-862-4656 | ddoyle@spencerfane.com                      | Retirees                              |
|  |                                    |                                    |                   |            |         |            |              |              |   | Counsel for Movant Retirees           |
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|  |                                    |                                    |                   |            |         |            |              |              |   | The Official Committee of             |
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| To a figure of the Control of the Co | AB T                               | O D Di                             | 0.11.0005         | N. W. I    | N. D. C | 10110      | 040 504 5000 | 040 007 4050 |   | Conflicts Counsel to the              |
| Togut, Segal & Segal LLP   | Albert Togut                       | One Penn Plaza 33 Whitehall Street | Suite 3335        | New York   | NY      | 10119      | 212-594-5000 | 212-967-4258 | altogut@teamtogut.com                       | Debtors United States Trustee         |
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|  |                                    |                                    | 1100 North Market |            |         |            |              | +            | I I I I I I I I I I I I I I I I I I I       | Creditor Committee                    |
| Wilmington Trust Company   | Steven M. Cimalore                 | Rodney Square North                | Street            | Wilmington | DE      | 19890      | 302-636-6058 | 302-636-4143 | scimalore@wilmingtontrust.com               | Member/Indenture Trustee              |

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Delphi Corporation
2002 List

| COMPANY  | CONTACT                               | ADDRESS1                                    | ADDRESS2      | CITY         | STATE   | ZIP              | PHONE                        | FAX                          | EMAIL   | PARTY / FUNCTION  |
|--|---------------------------------------|---|---------------|--------------|---------|------------------|------------------------------|------------------------------|---|---|
| Airgas, Inc.   | David Boyle                           | 259 Radnor-Chester Road, Suite 100          | P.O. Box 6675 | Radnor       | PA      | 19087-<br>8675   | 610-230-3064                 | 310-687-1052                 | david.bovle@airgas.com                              | Counsel for Airgas, Inc.  |
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| ATO Automotics Tables Contains Inc                         | 0-4 0-11                              | 050 B 0-1- B                                |               | Ob-id        | 0-4     | 1206             | 540.050.4400                 | F40 0F0 0F00                 | joel_gross@aporter.com                              | Inc.  |
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| Barnes & Thornburg LLP                                     | Alan K. Mills                         | 11 S. Meridian Street                       |               | Indianapolis | IN      | 46204            | 317-236-1313                 | 317-231-7433                 |   | Counsel for Mays Chemical<br>Company  |
| Barnes & Thornburg LLP                                     | John T. Gregg                         | 300 Ottawa Avenue, NW                       | Suite 500     | Grand Rapids | MI      | 49503            | 616-742-3930                 | 626-742-3000                 | john.gregg@btlaw.com                                | Counsel to Priority Health  |
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| Barnes & Thornburg LLP                                     | Michael K. McCrory<br>Wendy D. Brewer | 11 S. Meridian Street                       |               | Indianapolis | IN      | 46204            | 317-236-1313                 | 317-231-7433                 | wendy.brewer@btlaw.com<br>michael.mccrory@btlaw.com | Counsel for Gibbs Die Casting Corporation   |
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| COMPANY                                       | CONTACT                   | ADDRESS1                        | ADDRESS2                         | CITY          | STATE | ZIP            | PHONE          | FAX            | EMAIL                            | PARTY / FUNCTION  |
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| Bialson, Bergen & Schwab                      | Kenneth T. Law, Esq.      | 2600 El Camino Real             | Suite 300                        | Palo Alto     | CA    | 94306          | 650-857-9500   | 650-494-2738   | klaw@bbslaw.com                  | Counsel to UPS Supply Chain<br>Solutions, Inc   |
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| Biaison, Bergen & Schwab                      | Patrick W. Costello, Esq. | 2000 El Callillo Real           | Suite 300                        | Faio Aito     | CA    | 94300          | 030-837-9300   | 030-494-2736   | pcostello@bbslaw.com             | de Mexico SA de CV; Solectron<br>Invotronics and Coherent, Inc.   |
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| Bodman LLP                                    | Ralph E. McDowell         | 100 Renaissance Center          | 34th Floor                       | Detroit       | MI    | 48243          | 313-393-7592   | 313-393-7579   | rmcdowell@bodmanllb.com          | Counsel for Freudenberg-NOK;<br>General Partnership; Freudenberg-<br>NOK, Inc.; Flextech, Inc.;<br>Vibracoustic de Mexico, S.A. de<br>C.V.; Lear Corporation; American<br>Axle & Manufacturing, Inc.      |
| Bolhouse, Vander Hulst, Risko & Baar          | David S. Lefere           | 3996 Chicago Drive SW           |                                  | Grandville    | MI    | 49418          | 616-531-7711   | 616-531-7757   |                                  | Counsel for Eclipse Tool and Die,   |
| P.C. Bond, Schoeneck & King, PLLC             | Camille W. Hill           | One Lincoln Center              | 18th Floor                       | Syracuse      | NY    | 13202          | 315-218-8000   | 315-218-8100   | davidl@bolhouselaw.com           | Inc.  Counsel for Marquardt GmbH and Marquardt Switches, Inc.; Tessy  |
| Bond, Schoeneck & King, PLLC                  | Charles J. Sullivan       | One Lincoln Center              | 18th Floor                       | Syracuse      | NY    | 13202          | 315-218-8000   | 315-218-8100   | chill@bsk.com                    | Plastics Corp. Counsel for Diemolding   |
|   |                           |                                 |                                  |               |       |                |                |                | csullivan@bsk.com                | Corporation   |
| Bond, Schoeneck & King, PLLC                  | Stephen A. Donato         | One Lincoln Center              | 18th Floor                       | Syracuse      | NY    | 13202          | 315-218-8000   | 315-218-8100   | sdonato@bsk.com                  | Counsel for Marquardt GmbH and<br>Marquardt Switches, Inc.; Tessy<br>Plastics Corp; Diemolding<br>Corporation   |
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| Boult, Cummings, Conners & Berry, PLC         | Austin L. McMullen        | 1600 Division Street, Suite 700 | PO Box 34005                     | Nashville     | TN    | 37203          | 615-252-2307   | 615-252-6307   | amcmullen@bccb.com               | Counsel for Calsonic Kansei North<br>America, Inc.; Calsonic Harrison<br>Co., Ltd.  |
| Boult, Cummings, Conners & Berry, PLC         | Roger G. Jones            | 1600 Division Street, Suite 700 | PO Box 34005                     | Nashville     | TN    | 37203          | 615-252-2307   | 615-252-6307   | riones@bccb.com                  | Counsel for Calsonic Kansei North<br>America, Inc.; Calsonic Harrison<br>Co., Ltd.  |
| Brown & Connery, LLP                          | Donald K. Ludman          | 6 North Broad Street            |                                  | Woodbury      | NJ    | 08096          | 856-812-8900   |                | dludman@brownconnery.com         | Counsel for SAP America, Inc.   |
| Buchalter Nemer, A Profesional<br>Corporation | Shawn M. Christianson     | 333 Market Street               | 25th Floor                       | San Francisco | CA    | 94105-<br>2126 | 415-227-0900   | 415-227-0770   | schristianson@buchalter.com      | Counsel for Oracle USA, Inc.;<br>Oracle Credit Corporation  |
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| COMPANY                                      | CONTACT   | ADDRESS1                     | ADDRESS2                           | CITY        | STATE | ZIP            | PHONE                       | FAX                            | EMAIL   | PARTY / FUNCTION   |
|--|---|------------------------------|------------------------------------|-------------|-------|----------------|-----------------------------|--------------------------------|---|--|
|  |   |                              |                                    |             |       |                |                             |                                |   | Counsel for Bear, Stearns, Co. Inc.; Citigroup, Inc.; Credit Suisse First Boston; Deutsche Bank Securities, Inc.; Goldman Sachs Group, Inc.; JP Morgan Chase & Co.; Lehman Brothers, Inc.; Merrill Lynch & Co.; Morgan Stanley &                                       |
| Cleary, Gottlieb, Steen & Hamilton LLP       | James L. Bromley                                  | One Liberty Plaza            | 450 51                             | New York    | NY    |                |                             | 212-225-3999                   | maofiling@cgsh.com  | Co., Inc.; UBS Securities, LLC   |
| Cohen & Grigsby, P.C.                        | Thomas D. Maxson                                  | 11 Stanwix Street            | 15th Floor                         | Pittsburgh  | PA    | 15222-<br>1319 | 412-297-4706                | 412-209-1837                   | tmaxson@cohenlaw.com  | Counsel for Nova Chemicals, Inc.   |
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| Cohn Birnbaum & Shea P.C.                    | Scott D. Rosen, Esq.                              | 100 Pearl Street, 12th Floor |                                    | Hartford    | СТ    | 06103          | 860-493-2200                | 860-727-0361                   |   | Counsel to Floyd Manufacturing Co., Inc.   |
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| Coolidge, Wall, Womsley & Lombard Co.<br>LPA | Ronald S. Pretekin                                | 33 West First Street         | Suite 600                          | Dayton      | ОН    | 45402          | 937-223-8177                | 937-223-6705                   |   | Counsel for Harco Industries, Inc.;<br>Harco Brake Systems, Inc.; Dayton<br>Supply & Tool Coompany   |
| Coolidge, Wall, Womsley & Lombard Co.<br>LPA | Steven M. Wachstein                               | 33 West First Street         | Suite 600                          | Dayton      | ОН    | 45402          | 937-223-8177                | 937-223-6705                   |   | Counsel for Harco Industries, Inc.;<br>Harco Brake Systems, Inc.; Dayton<br>Supply & Tool Coompany   |
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| Curtis, Mallet-Prevost, Colt & Mosle LLP     | Andrew M. Thau                                    | 101 Park Avenue              |                                    | New York    | NY    | 10178-<br>0061 | 212-696-8898                | 917-368-8898                   |   | Counsel for Flextronics<br>International, Inc., Flextronics<br>International USA, Inc.; Multek<br>Flexible Circuits, Inc.; Sheldahl de<br>Mexico S.A.de C.V.; Northfield<br>Acquisition Co.; Flextronics Asia-<br>Pacific Ltd.; Flextronics<br>Technology (M) Sdn. Bhd |
| Curtis, Mallet-Prevost, Colt & Mosle LLP     | David S. Karp                                     | 101 Park Avenue              |                                    | New York    | NY    | 10178-<br>0061 | 212-696-6065                | 212-697-1559                   |   | Counsel for Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.   |

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| COMPANY  | CONTACT  | ADDRESS1                    | ADDRESS2                 | CITY          | STATE    |                | PHONE        | FAX          | EMAIL  | PARTY / FUNCTION   |
|--|--|-----------------------------|--------------------------|---------------|----------|----------------|--------------|--------------|--|--|
| Curtis, Mallet-Prevost, Colt & Mosle LLP           | Steven J. Reisman                              | 101 Park Avenue             |                          | New York      | NY       | 10178-<br>0061 | 212-696-6065 | 212-697-1559 |  | Counsel for Flextronics<br>International, Inc., Flextronics<br>International USA, Inc.; Multek<br>Flexible Circuits, Inc.; Sheldahl de<br>Mexico S.A.de C.V.; Northfield<br>Acquisition Co.; Flextronics Asia-<br>Pacific Ltd.; Flextronics<br>Technology (M) Sdn. Bhd |
| Dei-sla-Ob-sala-O-sala-O-sala-                     | Kim Kolb                                       | CIMS 485-13-32              | 4000 Ohmuslan            | Automa I III  | 141      | 40000          | 248-576-5741 |              | sreisman@cm-p.com                                | On the Deinster Ohmuster   |
| DaimlerChrysler Corporation                        | KIM KOID                                       | CIMS 485-13-32              | 1000 Chrysler<br>Drive   | Auburn Hills  | MI       | 48326-<br>2766 | 248-576-5741 |              |  | Counsel for DaimlerChrysler<br>Corporation; DaimlerChrylser<br>Motors Company, LLC;  |
| Damon & Morey LLP                                  | William F. Savino                              | 1000 Cathedral Place        | 298 Main Street          | Buffalo       | NY       | 14202-<br>4096 | 716-856-5500 | 716-856-5510 | krk4@daimlerchrysler.com wsavino@damonmorey.com  | DaimlerChrylser Canada, Inc.  Counsel for Relco, Inc.; The Durham Companies. Inc.  |
| Daniels & Kaplan, P.C.                             | Jay Selanders                                  | 2405 Grand Boulevard        | Suite 900                | Kansas City   | МО       | 64108-<br>2519 | 816-221-3086 | 816-221-3006 | selanders@danielsandkaplan.com                   | Counsel for DaimlerChrysler Corporation; DaimlerChrylser Motors Company, LLC; DaimlerChrylser Canada, Inc.   |
| Denso International America, Inc.                  | Carol Sowa                                     | 24777 Denso Drive           |                          | Southfield    | МІ       | 48086          | 248-372-8531 | 248-350-7772 |  | Counsel to Denso International   |
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| Erman, Teicher, Miller, Zucker & Freedman, P.C.    | David H. Freedman                              | 400 Galleria Officentre     | Ste. 444                 | Southfield    | MI       | 48034          | 248-827-4100 | 248-827-4106 | dfreedman@ermanteicher.com                       | Counsel for Doshi Prettl<br>International, LLC   |
| Erman, Teicher, Miller, Zucker &<br>Freedman, P.C. | Earle I. Erman                                 | 400 Galleria Officentre     | Ste. 444                 | Southfield    | MI       | 48034          | 248-827-4100 | 248-827-4106 | eerman@ermanteicher.com                          | Counsel for Doshi Prettl<br>International, LLC   |
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| Fox Rothschild LLP                                 | Fred Stevens                                   | 13 East 37th Street         | Suite 800                | New York      | NY       | 10016          | 212-682-7575 | 212-682-4218 | fstevens@foxrothschild.com                       | Counsel to M&Q Plastic Products,   |
| Fox Rothschild LLP                                 | Michael J. Viscount, Jr.                       | 1301 Atlantic Avenue        | Suite 400                | Atlantic City | NJ       | 08401-<br>7212 | 609-348-4515 | 609-348-6834 | mviscount@foxrothschild.com                      | Counsel to M&Q Plastic Products,<br>Inc.   |
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| Gazes LLC  | lan J. Gazes                                   | 32 Avenue of the Americas   |                          | New York      | NY       | 10013          | 212-765-9000 | 212-765-9675 | ian@gazesllc.com                                 | Counsel to Setech. Inc.  |
| Gazes LLC  | Eric Wainer                                    | 32 Avenue of the Americas   | Suite 1800               | New York      | NY       | 10013          | 212-765-9000 |              | office@gazesllc.com                              | Counsel to Setech, Inc.  |
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| Gibbons, Del Deo, Dolan, Griffinger & Vecchione    | David N. Crapo                                 | One Riverfront Plaza        |                          | Newark        | NJ       | 07102-<br>5497 | 973-596-4523 | 973-639-6244 | dcrapo@gibbonslaw.com                            | Counsel for Epcos, Inc.  |

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| COMPANY   | CONTACT                                     | ADDRESS1                                    | ADDRESS2          | CITY                  | STATE    | ZIP            | PHONE                        | FAX                          | EMAIL  | PARTY / FUNCTION  |
|---|---|---|-------------------|-----------------------|----------|----------------|------------------------------|------------------------------|--|---|
| Gorlick, Kravitz & Listhaus, P.C.                 | Barbara S. Mehlsack                         | 17 State Street                             | 4th Floor         | New York              | NY       | 10004          | 212-269-2500                 | 212-269-2540                 |  | Counsel for International<br>Brotherood of Electrical Workers<br>Local Unions No. 663;<br>International Association of<br>Machinists; AFL-CIO Tool and Die<br>Makers Local Lodge 78, District 10  |
| Goulston & Storrs, P.C.                           | Peter D. Bilowz                             | 400 Atlantic Avenue                         |                   | Boston                | MA       | 02110-<br>333  | 617-482-1776                 | 617-574-4112                 |  | Counsel to Thermotech Company   |
| Grant & Eisenhofer P.A.                           | Geoffrey C. Jarvis                          | 1201 North Market Street                    | Suite 2100        | Wilmington            | DE       | 19801          | 302-622-7000                 | 302-622-7100                 |  | Counsel for Teachers Retirement<br>System of Oklahoma; Public<br>Employes's Retirement System of<br>Mississippi; Raifeisen<br>Kapitalanlage-Gesellschaft m.b.H<br>and Stichting Pensioenfords ABP |
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### 05-44481-rdd Doc 1663 Filed 12/29/05 Entered 12/29/05 15:55:09 Main Document Pg 14 of 70 Delphi Corporation 2002 List

| COMPANY  | CONTACT                                    | ADDRESS1                          | ADDRESS2                       | CITY                | STATE    | ZIP            | PHONE                        | FAX                          | EMAIL  | PARTY / FUNCTION  |
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|  |  |                                   |                                |                     |          |                |                              |                              |  | International Association of  |
|  |  |                                   |                                |                     |          |                |                              |                              |  | Machinists; AFL-CIO Tool and Die                                    |
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|  |  |                                   |                                |                     |          |                |                              |                              |  | Machine and Furniture Workers -<br>Communications Workers of        |
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### 05-44481-rdd Doc 1663 Filed 12/29/05 Entered 12/29/05 15:55:09 Main Document Pg 15 of 70 Delphi Corporation 2002 List

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Delphi Corporation
2002 List

| COMPANY                            | CONTACT  | ADDRESS1                     | ADDRESS2         | CITY         | STATE | ZIP            | PHONE  | FAX                          | EMAIL  | PARTY / FUNCTION   |
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| COMPANY                                      | CONTACT                           | ADDRESS1                    | ADDRESS2                     | CITY          | STATE | ZIP            | PHONE        | FAX          | EMAIL                          | PARTY / FUNCTION  |
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Delphi Corporation
2002 List

| COMPANY   | CONTACT  | ADDRESS1                                  | ADDRESS2                      | CITY                 | STATE    | ZIP                      | PHONE                        | FAX                          | EMAIL   | PARTY / FUNCTION  |
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| COMPANY   | CONTACT   | ADDRESS1                              | ADDRESS2                         | CITY                    | STATE    | ZIP              | PHONE                       | FAX            | EMAIL  | PARTY / FUNCTION   |
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| 0.000 | Stoop. S. I.I.I.                                  |                                       |                                  |                         |          | 13333            | 212 000 0100                | 212 000 0000   |  | Troy Associates Limited Partnership: 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership: DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real                      |
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| Industrial and Service Workers,         |                              |                           |                  |               |       |        |                           |                |                                | Manufacturing, Energy, Allied      |
| International Union (USW), AFL-CIO      |                              |                           |                  |               |       |        |                           |                |                                | Industrial and Service Workers,    |
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|   |                              |                           |                  |               |       |        |                           |                |                                | Information Services, L.L.C.       |
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| Weithan, Weinberg & Neib Co., E.i. 34.  | ocomey of receip             | 170 Godar Tima Gaect      | Cuite 500        | Oolumbus      | 011   | 40210  | 014 007 4020              |                | peters@weltman.com             | Credit Union                       |
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|   |                              |                           |                  |               |       |        |                           |                | spears@winstead.com            | Corporation                        |
| Winstead Sechrest & Minick P.C.         | R. Michael Farquhar          | 5400 Renaissance Tower    | 1201 Elm Street  | Dallas        | TX    | 75270  | 214-745-5400              | 214-745-5390   |                                | Counsel for National Instruments   |
|   |                              |                           |                  |               |       |        |                           | <u>m</u>       | nfarquhar@winstead.com         | Corporation                        |
| Winthrop Couchot Professional           | Marc. J. Winthrop            | 660 Newport Center Drive  | 4th Floor        | Newport Beach | CA    | 92660  | 949-720-4100              | 949-720-4111   |                                | Counsel for Metal Surfaces, Inc.   |
| Corporation                             |                              |                           |                  | •             |       |        |                           | m              | winthrop@winthropcouchot.com   |                                    |
| Winthrop Couchot Professional           | Sean A. O'Keefe              | 660 Newport Center Drive  | 4th Floor        | Newport Beach | CA    | 92660  | 949-720-4100              | 949-720-4111   |                                | Counsel for Metal Surfaces, Inc.   |
| Corporation                             |                              |                           | 1.00.000         |               |       |        |                           |                | okeefe@winthropcouchot.com     | ,                                  |
| WL Ross & Co., LLC                      | Oscar Iglesias               | 600 Lexington Avenue      | 19th Floor       | New York      | NY    | 10022  | 212-826-1100              | 212-317-4893   |                                | Counsel for WL. Ross & Co., LLC    |
| 772 71000 G 00., 220                    | occar igrociae               | Coo Loxington / tvondo    | 100111001        | 1011          |       | .0022  | 212 020 1100              |                | iglesias@wlross.com            | 55411551 151 112: 11555 & 55., 225 |
| Womble Carlyle Sandridge & Rice, PLLC   | Lillian H. Pinto             | 300 North Greene Street   | Suite 1900       | Greensboro    | NC    | 27402  | 336-574-8058              | 336-574-4528   | igiociacia, mi occiociti       | Counsel for Armacell               |
| Trombic Janyle Janunuge & Nice, FLLC    | Linian II. I IIIO            | 300 Hotal Oreene Gueet    | Julie 1900       | Ciccionoio    |       | 21702  | 550-51 <del>4</del> -0056 |                | pinto@wcsr.com                 | Course for Armacen                 |
| Zeichner Ellman & Krause LLP            | Potor Janovsky               | 575 Lexington Avenue      |                  | New York      | NY    | 10022  | 212-223-0400              | 212-753-0396   | mitole woot.com                | Counsel for Toyota Tsusho          |
| Zeichner Eilman & Krause LLP            | Peter Janovsky               | 373 Lexington Avenue      |                  | NEW TOIK      | INT   | 10022  | 212-223-0400              |                | ionovalu @zoklow com           |                                    |
| Zaiahaaa Ellasaa Q Maassa III D         | Otron Manager                | EZE Lauda eta a Avenue    |                  | Nam Vade      | NIV   | 40000  | 040 000 0400              |                | janovsky@zeklaw.com            | America, Inc.                      |
| Zeichner Ellman & Krause LLP            | Stuart Krause                | 575 Lexington Avenue      |                  | New York      | NY    | 10022  | 212-223-0400              | 212-753-0396   |                                | Counsel for Toyota Tsusho          |
| 1                                       | 1                            | 1                         | 1                | 1             |       |        |                           | S              | krause@zeklaw.com              | America, Inc.                      |

# 05-44481-rdd Doc 1663 Filed 12/29/05 Entered 12/29/05 15:55:09 Main Document Pg 23 of 70 Deliphi Corporation Special Parties Overnight Mail and Email

| COMPANY                              | CONTACT                               | ADDRESS1                     | ADDRESS2 | CITY     | STATE | ZIP        | COUNTRY | EMAIL                     | PARTY / FUNCTION              |
|--------------------------------------|---------------------------------------|------------------------------|----------|----------|-------|------------|---------|---------------------------|-------------------------------|
|                                      |                                       |                              |          |          |       |            |         | jbromley@cgsh.com         |                               |
| Cleary Gottlieb Steen & Hamilton LLP | James L Bromley and William L McRae   | One Liberty Plaza            |          | New York | NY    | 10006      |         | wmcrae@cgsh.com           | Lehman Brothers, et. al.      |
|                                      |                                       |                              |          |          |       |            |         | Michael.cook@srz.com      |                               |
| Schulte Roth & Zabel LLP             | Michael L. Cook and Carol Weiner Levy | 919 Third Avenue             |          | New York | NY    | 10022      |         | carol.weiner.levy@srz.com | D.C. Capital Partners, L.P.   |
| White & Case LLP                     | Gerard Uzzi                           | 1155 Avenue of the Americas  |          | New York | NY    | 10036      |         | guzzi@miami.whitecase.com | Appaloosa Management L.P.     |
| Lowenstein Sandler PC                | Scott Cargill                         | 65 Livingston Avenue         |          | Roseland | NJ    | 07068-1791 |         | scargill@lowenstein.com   | Cerberus                      |
| Wachtell, Lipton, Rosen & Katz       | Richard Mason                         | 51 West 52nd Street          |          | New York | NY    | 10019      |         | RGMason@wlrk.com          | Capital Research & Management |
| Thelen Reid & Priest LLP             | Dan Lowenthal                         | 875 Third Avenue             |          | New York | NY    | 10022-6225 |         | dlowenthal@thelenreid.com | Brandes Investment Partners   |
| Akin Gump Strauss Hauer & Feld LLP   | Patrick Cox                           | 590 Madison Avenue           |          | New York | NY    | 10022-2524 |         | pcox@akingump.com         |                               |
| Latham & Watkins LLP                 | Mitchell Seider                       | 885 Third Avenue, Suite 1000 |          | New York | NY    | 10022      |         | Mitchell.Seider@lw.com    | Creditors' Committee          |
| Seward & Kissel LLP                  | Marc Pifko                            | One Battery Park Plaza       |          | New York | NY    | 10004      |         | pifko@sewkis.com          | Marathon Asset Management     |

## **EXHIBIT C**

| COMPANY                                  | CONTACT                   | ADDRESS1                     | ADDRESS2               | CITY            | STATE | ZIP            | PHONE        | FAX          | PARTY / FUNCTION  |
|--|---------------------------|------------------------------|------------------------|-----------------|-------|----------------|--------------|--------------|---|
| Akebono Corporation (North America)      | Alan Swiech               | 34385 Twelve Mile Road       |                        | Farminton Hills | MI    | 48331          | 248-489-7406 | 866-609-0888 | Vice President of Administration for Akebono Corporation  |
| Ambrake Corporation                      | Ronald L. Jones           | 300 Ring Road                |                        | Elizabethtown   | KY    | 42701          | 270-765-0208 | 270-234-2395 | Representative for Ambrake Corporation  |
| Andrews Kurth LLP                        | Gogi Malik                | 1717 Main Street             | Suite 3700             | Dallas          | TX    | 75201          | 214-659-4400 | 214-659-4401 | Counsel for ITW Mortgage Investments IV, Inc.   |
| Arnall Golden Gregory LLP                | Heath J. Vicente          | 171 17th Street NW           | Suite 2100             | Atlanta         | GA    | 30363-<br>1031 | 404-873-8682 |              | Counsel to Daishinku (America)<br>Corp. d/b/a KDS America<br>("Daishinku"), SBC<br>Telecommunications, Inc. (SBC)   |
| Bernstein Litowitz Berger & Grossman     | Eileen McNerney           | 1285 Avenue of the Americas  |                        | New York        | NY    | 10019          | 212-554-1485 |              | Counsel for Teachers Retirement<br>System of Oklahoma; Public<br>Employes's Retirement System of<br>Mississippi; Raifeisen<br>Kapitalanlage-Gesellschaft m.b.H<br>and Stichting Pensioenfords ABP           |
| Cage Williams & Abelman, P.C.            | Steven E. Abelman         | 1433 Seventeenth Street      |                        | Denver          | СО    | 80202          | 303-295-0202 |              | Counsel for United Power, Inc.  |
| Calinoff & Katz, LLp                     | Dorothy H. Marinis-Riggio | 140 East 45th Street         | 17th Floor             | New York        | NY    | 10017          | 212-826-8800 |              | Counsel for Computer Patent Annuities Limited Partnership, Hydro Aluminum North America.  |
|  |                           |                              |                        |                 |       |                |              |              | Inc., Hydro Aluminum Adrian, Inc.,<br>Hydro Aluminum Precision Tubing<br>NA, LLC, Hydro Alumunim Ellay<br>Enfield Limited, Hydro Aluminum<br>Rockledge, Inc., Norsk Hydro                                   |
| Clark Hill PLC                           | Joel D. Applebaum         | 500 Woodward Avenue          | Suite 3500             | Detroit         | MI    | 48226-<br>3435 | 313-965-8300 | 313-965-8252 | Canada, Inc., Emhart Technologies<br>LLL and Adell Plastics, Inc.<br>Counsel for BorgWarner Turbo<br>Systems Inc.; Metaldyne  |
|  |                           |                              |                        |                 |       |                |              |              | Company, LLC  |
| Ettelman & Hochheiser, P.C.              | Gary Ettelman             | c/o Premium Cadillac         | 77 Main Street         | New Rochelle    | NY    | 10801          | 516-227-6300 | 516-227-6307 | Counsel for Jon Ballin  |
| Frank D. Jones                           |                           | 158 New York Circle Cr.      |                        | Whitesburg      | KY    | 41858-<br>9122 |              |              |   |
| HAL/ERC-Legal                            | Tillie Lim, Esq.          | 50 Prospect Avenue           |                        | Tarrytown       | NY    | 10591          |              |              | Counsel to Hitachi Automotive Products (USA), Inc.  |
| Harris D. Leinwand                       | Harris D. Leinwand        | 350 Fifth Avenue             | Suite 2418             | New York        | NY    | 10118          | 212-725-7338 | 212-244-6219 | Counsel for Baker Hughes<br>Incorporated; Baker Petrolite<br>Corporation  |
| Honigman, Miller, Schwartz and Cohn, LLP | E. Todd Sable             | 2290 First National Building | 660 Woodward<br>Avenue | Detroit         | MI    | 48226          | 313-465-7548 |              | Counsel for Valeo Climate Control<br>Corp.; Valeo Electrical Systems,<br>Inc Motors and Actuators<br>Division; Valeo Electrical Systems,<br>Inc Wipers Division; Valeo<br>Switches & Detection System, Inc. |
| Kutchin & Rufo, P.C.                     | Kerry R. Northrup         | 155 Federal Street           | 17th Floor             | Boston          | MA    | 02110-<br>1727 | 617-542-3000 | 617-542-3001 | Counsel for Parlex Corporation  |
| Lord, Bissel & Brook                     | Timothy W. Brink          | 115 South LaSalle Street     |                        | Chicago         | IL    | 60603          | 312-443-1832 | 6432         | Counsel for Sedgwick Claims<br>Management Services, Inc.  |
| Lord, Bissel & Brook                     | Timothy S. McFadden       | 115 South LaSalle Street     |                        | Chicago         | IL    | 60603          | 312-443-0370 | 312-896-6394 | Counsel for Methode Electronics, Inc.   |
|  |                           |                              |                        |                 |       |                |              |              |   |

| COMPANY  | CONTACT                           | ADDRESS1                    | ADDRESS2                             | CITY                 | STATE | ZIP            | PHONE                        | FAX          | PARTY / FUNCTION  |
|--|-----------------------------------|-----------------------------|--------------------------------------|----------------------|-------|----------------|------------------------------|--------------|---|
| Lord, Bissel & Brook LLP   | Kevin J. Walsh<br>Rocco N. Covino | 885 Third Avenue            | 26th Floor                           | New York             | NY    | 10022-<br>4802 | 212-947-8304<br>212-947-8340 | 212-947-1202 | Counsel to Sedgwick Claims<br>Management Services, Inc. and<br>Methode Electronics, Inc.  |
| Lyden, Liebenthal & Chappell, Ltd.   | Erik G. Chappell                  | 5565 Airport Highway        | Suite 101                            | Toledo               | ОН    | 43615          | 419-867-8900                 | 419-867-8909 | Counsel for Metro Fibres, Inc.  |
| Madison Capital Management   | Joe Landen                        | 6143 South Willow Drive     | Suite 200                            | Greenwood<br>Village | СО    | 80111          | 303-957-4254                 | 303-957-2098 | Representative for Madison<br>Capital Management  |
| Mayer, Brown, Rowe & Maw LLP   | Raniero D'Aversa, Jr.             | 1675 Broadway               |                                      | New York             | NY    | 10019          | 212-262-1910                 | 212-506-2500 | Counsel for Bank of America, N.A.   |
| Mayer, Brown, Rowe & Maw LLP   | Jeffrey G. Tougas                 | 1675 Broadway               |                                      | New York             | NY    | 10019          | 212-262-1910                 | 212-506-2500 | Counsel for Bank of America, N.A.   |
| McCarter & English, LLP  | David J. Adler, Jr. Esq.          | 245 Park Avenue, 27th Floor |                                      | New York             | NY    | 10167          | 212-609-6800                 | 212-609-6921 | Counsel to Ward Products, LLC   |
| Meyers, Rodbell & Rosenbaum, P.A.  | Robert H. Rosenbaum               | Berkshire Building          | 6801 Kenilworth<br>Avenue, Suite 400 | Riverdale Park       | MD    | 20737-<br>1385 | 301-699-5800                 |              | Counsel for Prince George County,<br>Maryland   |
| Meyers, Rodbell & Rosenbaum, P.A.  | M. Evan Meyers                    | Berkshire Building          | 6801 Kenilworth<br>Avenue, Suite 400 | Riverdale Park       | MD    | 20737-<br>1385 | 301-699-5800                 |              | Counsel for Prince George County, Maryland  |
| Miami-Dade County, FL  | April Burch                       | 140 West Flagler Street     | Suite 1403                           | Miami                | FL    | 33130          | 305-375-5314                 | 305-375-1142 | Paralegal Collection Specialist for Miami-Dade County   |
| Michael Cox  |                                   | Cadillac Place              | 3030 W. Grand<br>Blvd., Suite 10-200 | Detroit<br>)         | MI    | 48202          | 313-456-0140                 |              | Attorney General for State of Michigan, Department of Treasury  |
| Michigan Department of Labor and<br>Economic Growth, Worker's<br>Compensation Agency | Dennis J. Raternink               | PO Box 30736                |                                      | Lansing              | МІ    | 48909-<br>7717 | 517-373-1820                 | 517-373-2129 | Assistant Attorney General for<br>Worker's Compensation Agency  |
| Michigan Department of Labor and<br>Economic Growth, Worker's<br>Compensation Agency | Michael Cox                       | PO Box 30736                |                                      | Lansing              | MI    | 48909-<br>7717 | 517-373-1820                 | 517-373-2129 | Attorney General for Worker's<br>Compensation Agency  |
| Miles & Stockbridge, P.C.  | Thomas D. Renda                   | 10 Light Street             |                                      | Baltimore            | MD    | 21202          | 410-385-3418                 | 410-385-3700 | Counsel for Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Alumunim Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc. |
| Miles & Stockbridge, P.C.  | Kerry Hopkins                     | 10 Light Street             |                                      | Baltimore            | MD    | 21202          | 410-385-3418                 | 410-385-3700 | Counsel for Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Alumunim Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc. |
| Nantz, Litowich, Smith, Girard & Hamilton, P.C.                                      | Sandra S. Hamilton                | 2025 East Beltline, S.E.    | Suite 600                            | Grand Rapids         | MI    | 49546          | 616-977-0077                 |              | Counsel for Lankfer Diversified Industries, Inc.  |
| Noma Company and General Chemical Performance Products LLC                           | James Imbriaco                    | 90 East Halsey Road         |                                      | Parsippanny          | NJ    | 07054          | 973-884-6952                 | 973-515-3244 |   |

# 05-44481-rdd Doc 1663 Filed 12/29/05 Entered 12/29/05 15:55:09 Main Document Pg 27 of 70 Delphi Corporation 2002 List

| COMPANY                            | CONTACT             | ADDRESS1                    | ADDRESS2                             | CITY             | STATE | ZIP            | PHONE        | FAX          | PARTY / FUNCTION   |
|------------------------------------|---------------------|-----------------------------|--------------------------------------|------------------|-------|----------------|--------------|--------------|--|
| Office of the Chapter 13 Trustee   | Camille Hope        | P.O. Box 954                |                                      | Macon            | GA    | 31202          | 478-742-8706 | 478-746-4488 | Office of the Chapter 13 Trustee   |
| Peggy Housner                      | ·                   | Cadillac Place              | 3030 W. Grand<br>Blvd., Suite 10-200 | Detroit          | MI    | 48202          | 313-456-0140 |              | Assistant Attorney General for<br>State of Michigan, Department of<br>Treasury   |
| Pierce Atwood LLP                  | Keith J. Cunningham | One Monument Square         |                                      | Portland         | ME    | 04101          | 207-791-1100 | 207-791-1350 | Counsel for FCI Canada, Inc.; FCI<br>Electronics Mexido, S. de R.L. de<br>C.V.; FCI USA, Inc.; FCI Brasil,<br>Ltda; FCI Automotive Deutschland<br>Gmbh; FCI Italia S. p.A. |
| Professional Technologies Services | John V. Gorman      | P.O. Box #304               |                                      | Frankenmuth      | MI    | 48734          | 989-385-3230 | 989-754-7690 | Corporate Secretary for<br>Professional Technologies<br>Services   |
| Schafer and Weiner PLLC            | Daniel Weiner       | 40950 Woodward Ave.         | Suite 100                            | Bloomfield Hills | MI    | 48304          | 248-540-3340 |              | Counsel for Dott Industries, Inc.  |
| Schafer and Weiner PLLC            | Howard Borin        | 40950 Woodward Ave.         | Suite 100                            | Bloomfield Hills | MI    | 48304          | 248-540-3340 |              | Counsel for Dott Industries, Inc.  |
| Schafer and Weiner PLLC            | Max Newman          | 40950 Woodward Ave.         | Suite 100                            | Bloomfield Hills | MI    | 48304          | 248-540-3340 |              | Counsel for Dott Industries, Inc.  |
| Schafer and Weiner PLLC            | Ryan Heilman        | 40950 Woodward Ave.         | Suite 100                            | Bloomfield Hills | MI    | 48304          | 248-540-3340 |              | Counsel for Dott Industries, Inc.  |
| Schulte Roth & Sabel LLP           | Carol Weiner Levy   | 919 Third Avenue            |                                      | New York         | NY    | 10022          | 212-756-2000 | 212-595-5955 | Counsel for D.C. Capital Partners, L.P.  |
| Sonnenschein Nath & Rosenthal LLP  | D. Farrington Yates | 1221 Avenue of the Americas | 24th Floor                           | New York         | NY    | 10020          | 212-768-6700 | 212-768-6800 | Counsel for Molex, Inc. and INA USA, Inc.  |
| Sonnenschein Nath & Rosenthal LLP  | Jo Christine Reed   | 1221 Avenue of the Americas | 24th Floor                           | New York         | NY    | 10020          | 212-768-6700 | 212-768-6800 | Counsel for Molex, Inc. and INA USA, Inc.  |
| Sonnenschein Nath & Rosenthal LLP  | Robert E. Richards  | 8000 Sears Tower            | 233 South Wacker<br>Drive            | Chicago          | IL    | 60606          | 312-876-8000 | 312-876-7934 | Counsel for Molex, Inc. and INA USA, Inc.  |
| The Timpken Corporation BIC - 08   | Robert Morris       | 1835 Dueber Ave. SW         | PO Box 6927                          | Canton           | ОН    | 44706          |              |              | Representative for Timken<br>Corporation   |
| Warner Norcross & Judd LLP         | Stephen B. Grow     | 900 Fifth Third Center      | 111 Lyon Street,<br>N.W.             | Grand Rapids     | MI    | 49503          | 616-752-2158 |              | Counsel for Behr Industries Corp.  |
| White & Case LLP                   | John K. Cunningham  | 1155 Avenue of the Americas |                                      | New York         | NY    | 10036-<br>2787 | 212-819-8200 |              | Counsel for Appaloosa<br>Management, LP  |

### **EXHIBIT D**

Hearing Date: January 5, 2006 at 10:00 a.m. (Eastern Time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

|                             | X |                          |
|-----------------------------|---|--------------------------|
|                             | : |                          |
| In re                       | : | Chapter 11               |
|                             | : |                          |
| DELPHI CORPORATION, et al., | : | Case No. 05- 44481 (RDD) |
|                             | : |                          |
| Debtors.                    | : | (Jointly Administered)   |
|                             | : |                          |
|                             | x |                          |

NOTICE OF PROPOSED FINAL ORDER UNDER 11 U.S.C. §§ 105, 362, AND 541 AND FED. R. BANKR. P. 3001 (A) ESTABLISHING NOTIFICATION PROCEDURES APPLICABLE TO SUBSTANTIAL HOLDERS OF CLAIMS AND EQUITY SECURITIES AND (B) ESTABLISHING NOTIFICATION AND HEARING PROCEDURES FOR TRADING IN CLAIMS AND EQUITY SECURITIES

#### ("NOTICE OF PROPOSED FINAL TRADING ORDER")

PLEASE TAKE NOTICE that on October 8, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases, filed a Motion For Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed. R. Bankr. P. 3001 Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities (the "Motion").

PLEASE TAKE FURTHER NOTICE that at the adjourned hearing on the Motion, scheduled for January 5, 2006, Delphi intends to submit the proposed Final Order Under 11 U.S. C. §§ 105, 362, And 541 And Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities (the "Proposed Final Order"), a copy of which is attached hereto, for entry by the Court.

PLEASE TAKE FURTHER NOTICE that, if entered, the Proposed Final
Order will replace the October 12, 2005 Interim Order Under 11 U.S.C. §§ 105, 362, And
541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To
Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification
And Hearing Procedures For Trading In Claims And Equity Securities, notice of entry of

which was previously served upon all creditors and equity security holders of Delphi and published in each of the <u>New York Times</u> and the <u>Wall Street Journal</u>.

Dated: New York, New York December 23, 2005

## SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- X

:

In re

Chapter 11

DELPHI CORPORATION, et al.,

: Case No. 05–44481 (RDD)

Debtors.

: (Jointly Administered)

:

----- x

FINAL ORDER UNDER 11 U.S.C. §§ 105, 362, AND 541 AND FED. R. BANKR. P. 3001 (A) ESTABLISHING NOTIFICATION PROCEDURES APPLICABLE TO SUBSTANTIAL HOLDERS OF CLAIMS AND EQUITY SECURITIES AND (B) ESTABLISHING NOTIFICATION AND HEARING PROCEDURES FOR TRADING IN CLAIMS AND EQUITY SECURITIES ("FINAL TRADING ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. §§ 105, 362, and 541 and Fed. R. Bankr. P. 3001(e) establishing notice and hearing procedures for trading in claims against, and equity securities in, the Debtors; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest, while at the same time preserving, to the greatest extent possible, a liquid trading market in the claims against the Debtor; and it appearing that proper and adequate

notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

#### ORDERED, ADJUDGED AND DECREED THAT:

- 1. The Motion is GRANTED and approved in accordance with the terms set forth below on a final basis.
- 2. This final order (the "Final Order") shall supersede the Interim Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures

  Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing

  Notification And Hearing Procedures For Trading In Claims And Equity Securities entered by this Court on October 12, 2005 (the "Interim Order") from the time of entry of this Final Order (the "Order Time"). There shall be no sanction for any violation of the Interim Order that would not have been a violation of this Final Order.
- 3. All objections to the Motion not previously withdrawn are overruled.
- 4. Notice of Status as a Substantial Equityholder. This order does not extend the time for serving on the Debtors and their counsel a notice as required by paragraph 3(a) of the Interim Order (a "Notice of Status as a Substantial Equityholder"). Any Entity that is currently a Substantial Equityholder (as defined herein) should have already served such a notice on the Debtors and their counsel. Failure to comply with this obligation may result in the imposition of sanctions. Attached hereto as Exhibit 1A is a form for filing a Notice of Status as a Substantial Equityholder. No Entity may become a Substantial Equityholder without following the procedures set forth in paragraph 5 of this Final Order.
- 5. Restrictions and Procedures for Trading in Stock. Any Entity that, after the Order Time,

- (a) is not a Substantial Equityholder and wishes to purchase or otherwise acquire Tax Ownership of an amount of Stock that would cause the Entity to become a Substantial Equityholder;
- (b) is a Substantial Equityholder and wishes to purchase or otherwise acquire Tax Ownership of any additional Stock; or
- is a Substantial Equityholder and wishes to sell or otherwise dispose of Tax Ownership of any Stock, must, prior to the consummation of any such transaction, file with the Court (at the Entity's election, in a redacted form that does not include such Entity's taxpayer identification number and the aggregate principal amount of Stock that such Entity beneficially owns), and serve on the Debtors, their counsel, and counsel for the Creditors' Committee, an unredacted notice in the form attached hereto as Exhibit 1B, in the case of a proposed acquisition of Stock, or Exhibit 1C, in the case of a proposed disposition of Stock (either such notice, a "Proposed Stock Transaction Notice" and such notices together with the Notice of Status as a Substantial Equityholder, the "Notices"). The Debtors shall consult with counsel for the Creditors' Committee prior to responding to any Proposed Stock Transaction Notice. The Debtors shall have 15 calendar days after receipt of a Proposed Stock Transaction Notice to file with this Court and serve on such Substantial Equityholder an objection to any proposed transfer of equity securities described in the Proposed Stock Transaction Notice and seek an order of this Court prohibiting such proposed transfer on the grounds that such transfer may adversely affect the Debtors' ability to utilize their Tax Attributes. If the Debtors file an objection and seek an order of this Court prohibiting such proposed transfer, this Court shall hold a hearing on such order no later than the earlier of the next omnibus hearing date (provided that service of the objection and request for a hearing thereon is made in accordance with the service and notice requirements of the case management

order) or 30 calendar days after the Debtors file such objection, and the transaction will not be effective unless and until either this Court issues a final and nonappealable order denying the order sought by the Debtors or the objection is withdrawn. If the Debtors do not object within such 15 calendar day period, such transaction may proceed solely as set forth in the Proposed Stock Transaction Notice. Further transactions within the scope of this paragraph must be the subject of additional notices as set forth herein, with an additional 15 calendar day waiting period.

- 6. Restrictions and Procedures for Trading in Covered Claims.
  - (a) Any Entity that, after the Order Time,
- (i) is not a Substantial Claimholder and purchases or otherwise acquires Tax Ownership of an amount of Covered Claims that causes the Entity to become a Substantial Claimholder; or
- (ii) is a Substantial Claimholder and purchases or otherwise acquires Tax Ownership of any additional Covered Claims,
  will have an obligation, in the event that the Court issues a Sell Down Order at the request of the
  Debtors pursuant to paragraph 7, to sell or otherwise transfer Tax Ownership of an aggregate
  amount of Covered Claims sufficient to prevent such Entity from having Tax Ownership of an
  amount of the reorganized Debtors' stock as a result of the implementation of the 382(l)(5) Plan
  that exceeds the greater of (A) the Applicable Percentage or (B) the percentage specified in the
  Sell Down Notice applicable to such Entity pursuant to paragraph 7; provided, however, that
  such Entity shall not be required to make any sale or other transfer of Tax Ownership of Covered
  Claims that would result in such Entity having Tax Ownership of an aggregate amount of
  Covered Claims that is less than the greater of (A) the Threshold Amount, as revised from time
  to time; and (B) such Entity's Protected Amount.

(b) Any Entity that participates in formulating any chapter 11 plan of reorganization of or on behalf of the Debtors (which shall include, without limitation, making any suggestions or proposals to the Debtors or their advisers with regard to such a plan), shall not, and shall not be asked to, disclose (or otherwise make evident) to the Debtors that any Covered Claims of which such Entity has Tax Ownership are Newly Traded Covered Claims (the "Participation Restriction"). For this purpose, the Debtors acknowledge and agree that the following activities shall not, where in pursuing such activities the relevant Entity does not disclose (or otherwise make evident) to the Debtors that such Entity has Tax Ownership of Newly Traded Covered Claims, constitute a violation of the Participation Restriction: filing an objection to a proposed disclosure statement or to confirmation of a proposed plan of reorganization, negotiating the terms of, or voting to accept or reject, a proposed plan of reorganization, reviewing or commenting on a proposed business plan, membership on a Creditors' Committee or an ad hoc committee, providing information to the Debtors' counsel on a confidential basis, or taking any action required by the Interim Order or this Final Order. Any Entity found by the Court to have violated the Participation Restriction willfully shall be required to dispose of Newly Traded Covered Claims of which such Entity has Tax Ownership (subject to the Equity Forfeiture Provision described in paragraph 9) to the extent necessary to protect the Debtors' ability to effect successful implementation of the 382(1)(5) Plan. For the avoidance of doubt, but subject to the proviso in paragraph 6(a) above, (i) such Entity shall not be permitted to retain Tax Ownership of any Newly Traded Covered Claims if a Sell Down Order has been or is subsequently issued pursuant to paragraph 7(b), and (ii) if a Claims Trading Notice Order has been issued pursuant to paragraph 7(e), such Entity shall only be permitted to retain Tax

Ownership of Newly Traded Covered Claims to the extent that such retention would not impair the reasonable "cushions" referred to in paragraph 7(c). Prior to taking any action to enforce the foregoing two sentences, the Debtors shall consult with counsel for the Creditors' Committee.

(c) Any Entity that for the first time enters into a transaction described in subparagraphs (a)(i) or (a)(ii) of this paragraph 6 shall, not later than the later of (i) 15 calendar days following the transaction and (ii) 15 calendar days following the date of entry of this Final Order, serve on the Debtors, counsel for the Debtors, and counsel for the Creditors' Committee a notice in the form attached hereto as Exhibit 2A (a "Notice of Consent" and such Entity a "Consenting Claimholder"); provided, however, that if the transaction occurs after the Debtors have moved the Court for entry of a Sell Down Order pursuant to paragraph 7(b) or a Claims Trading Notice Order pursuant to paragraph 7(e), the Consenting Claimholder shall serve the Notice of Consent on the Debtors, their counsel, and counsel for the Creditors' Committee no later than five (5) calendar days following the transaction. An Entity may file a Notice of Consent at any time prior to entering into any transaction described in subparagraphs (a)(i) or (a)(ii). Any Entity that does not wish to file a Notice of Consent may not enter into a transaction described in subparagraphs (a)(i) or (a)(ii). For the avoidance of doubt, an Entity shall be required to file only one Notice of Consent.

### 7. Sell Down Procedures.

(a) Reporting of Substantial Claimholder Status. If necessary to assess the feasibility of implementing a 382(l)(5) Plan and the need for petitioning the Court for a Sell Down Order (as defined below), the Debtors, after consultation with and provision of such information as is reasonably requested by counsel for the Creditors' Committee, may file with the Court and

further publish and serve in the manner specified in paragraph 12 a notice (the "Reporting Notice") requiring each Substantial Claimholder, within 30 calendar days of the Debtors' filing of the Reporting Notice with the Court, to serve on the Debtors, their counsel, and counsel for the Creditors' Committee, a notice in the form attached hereto as Exhibit 2B (a "Substantial Claimholder Notice"). Additionally, the Debtors shall serve the Reporting Notice on each Consenting Claimholder on the day of the Debtors' filing of the Reporting Notice with the Court. An Entity that is uncertain whether or not it is a Substantial Claimholder may serve a Substantial Claimholder Notice in the manner described above in order to preserve its rights under this Final Order. An Entity serving a Substantial Claimholder Notice in the manner described above shall not be required to file the Substantial Claimholder Notice with the Court. For the avoidance of doubt, the Debtors will not be precluded from filing more than one Reporting Notice pursuant to this subparagraph (a).

(b) Petition for Sell Down Order and Notification Procedures. After filing a 382(l)(5) Plan and Disclosure Statement with respect thereto with the Court, but no later than the expiration of the 75-day period beginning with the date on which the Debtors file a Reporting Notice with the Court, the Debtors may, in consultation with counsel for the Creditors' Committee, file a motion with the Court for the issuance of an order (the "Sell Down Order") that, subject to the proviso in paragraph 6(a), (i) authorizes the Debtors to issue Sell Down Notices to each Entity that has timely filed a Substantial Claimholder Notice showing Tax Ownership of Covered Claims that, pursuant to the terms of the 382(l)(5) Plan (and prior to giving effect to the Sell Down Order), would entitle such Entity to acquire Tax Ownership of more than the Applicable Percentage of the equity of the reorganized Debtors (a "Potentially

Substantial New Equityholder") and (ii) provides that any Entity other than a Potentially Substantial New Equityholder shall not be entitled to acquire Tax Ownership of more than the Applicable Percentage of the equity of the reorganized Debtors (or consideration in lieu thereof) if the 382(l)(5) Plan is consummated. The motion for a Sell Down Order shall be published and served in the manner described in paragraph 12. Each Potentially Substantial New Equityholder shall be served with a copy of the motion and the Sell Down Notice applicable to such Entity. Counsel for the Creditors' Committee shall be served with a copy of the motion and all Sell Down Notices. For the avoidance of doubt, the Debtors will not be precluded from filing more than one motion for the issuance of a Sell Down Order pursuant to this subparagraph (b).

Each Sell Down Notice shall indicate (i) the Debtors' calculation of the percentage of the equity of the reorganized Debtors of which the Potentially Substantial New Equityholder would otherwise acquire Tax Ownership under the terms of the 382(l)(5) Plan, based on the Substantial Claimholder Notice filed by such person (such person's "Preliminary Percentage"), and (ii) the percentage of equity of the reorganized Debtors of which such person will be permitted to acquire Tax Ownership under the 382(l)(5) Plan, based on a proportionate reduction to the Preliminary Percentage of each Potentially Substantial New Equityholder (except to the extent that the Debtors determine that such a reduction would result in the requirement that a Potentially Substantial New Equityholder sell or otherwise transfer Covered Claims that are not Newly Traded Covered Claims). For instance, if Potentially Substantial New Equityholders are required to reduce their Preliminary Percentage by 20%, a Potentially Substantial New Equityholders are required to reduce their Preliminary Percentage was 15% generally would be required to sell Covered Claims such that the Substantial Equityholder would be entitled to receive no more than

12% of the equity of the reorganized Debtors under the 382(l)(5) Plan. If a Potentially Substantial New Equityholder holds more than one category of Covered Claims, the category or categories of Covered Claims to be sold in order to comply with the Proposed Sell Down Notice will be left to the discretion of the Potentially Substantial New Equityholder.

- Procedures for Objection to a Sell Down Notice. A Potentially Substantial New (c) Equityholder in receipt of a Sell Down Notice will be permitted to object on any one or more of the following grounds: (i) the Sell Down Notice applicable to it contains a mathematical error, (ii) compliance with the Sell Down Notice applicable to it would require the Potentially Substantial New Equityholder to reduce its Tax Ownership of Covered Claims below its Protected Amount or would require it to transfer Tax Ownership of Covered Claims that are not Newly Traded Covered Claims, and (iii) the Debtors' decision to protect the ability to implement a plan utilizing section 382(1)(5) of the Internal Revenue Code through the issuance of the Sell Down Notices is not a reasonable exercise of the Debtors' business judgment. If an objection described in clause (i) or (ii) is filed, the Debtors shall be permitted to serve new Sell Down Notices to any Potentially Substantial New Equityholder (including the objecting Potentially Substantial New Equityholder) and such new Sell Down Notices shall also be subject to the procedures of this paragraph 6(c). If an objection described in clause (iii) is raised by a Potentially Substantial New Equityholder or by the Creditors' Committee, the Debtors will be required to present to the Court evidence regarding:
  - (A) the reasonably expected range of tax attributes available to be carried over under the 382(l)(5) Plan to reduce the future U.S. federal income tax liabilities of the Debtors, taking into account, among other things, anticipated reductions in tax attributes under section 108(b) of the Internal Revenue Code that will occur as a result of the implementation of the

- 382(l)(5) Plan, anticipated deductions arising from payments made under the 382(l)(5) Plan, the extent to which the Debtors anticipate future U.S. federal income tax liability that could be reduced by such tax attributes, and the reasonable likelihood that such tax attributes could be used prior to expiration;
- (B) the basis for the Debtors' belief that the reduction in holdings required by the Sell Down Order (and implemented by the Sell Down Notices) are reasonably necessary and appropriate to ensure that the ownership requirements of section 382(1)(5) of the Internal Revenue Code will be satisfied in connection with the 382(1)(5) Plan; and
- (C) the basis for the Debtors' belief that there is a reasonable possibility that utilization of section 382(l)(5) of the Internal Revenue Code will be more beneficial to the Debtors and their estates than utilizing section 382(l)(6) of the Internal Revenue Code.

In evaluating the evidence presented by the Debtors with respect to the appropriateness of the reductions in holdings required by the Sell Down Order, substantial deference will be given to the Debtors' determination that reasonable "cushions" are appropriate in making determinations regarding satisfaction of the ownership requirements of section 382(l)(5) of the Internal Revenue Code. For instance, in order reasonably to ensure that a particular Substantial Claimholder will acquire Tax Ownership of less than 5% of the equity of the reorganized Debtors under the terms of the 382(l)(5) Plan, an Applicable Percentage of 4.75% will be presumed reasonable if the 382(l)(5) Plan provides for the issuance of only one class of equity of the reorganized Debtors, and substantial deference will be given to the Debtors' determinations regarding the Applicable Percentage if the 382(l)(5) Plan contemplates the issuance of more than one class of equity of the reorganized Debtors. In addition, in order reasonably to ensure that more than 50% of the equity of the reorganized Debtors will be held by holders of "pre-change" equity interests or "qualified creditors" in respect of their holdings of "pre-change" equity interests or "qualified indebtedness" (within the meaning of Treasury Regulations section

1.382-9(d)), it will be presumed reasonable if the Sell Down Notices are intended to ensure that 55% of the equity of the reorganized Debtors would be expected to be held by a combination of (i) holders with Tax Ownership of less than the Applicable Percentage of such equity and (ii) holders whose receipt of such equity is clearly in respect of "qualified claims" or "pre-change" equity interests.

In evaluating the evidence presented by the Debtors with respect to the relative benefits of utilization of section 382(l)(5) of the Internal Revenue Code, it shall be the Debtors' burden of proof to demonstrate to the satisfaction of this Court that the Debtors' determination should be upheld by this Court.

Unless the Court determines otherwise for good cause shown, a Sell Down Order and the related Sell Down Notices will remain effective notwithstanding amendments to the 382(l)(5) Plan; provided, however, that if the Debtors withdraw the 382(l)(5) Plan or if there is no longer a reasonable possibility that Section 382(l)(5) of the Internal Revenue Code will be utilized, the Sell Down Notices will have no further effect. In the event that the Debtors withdraw the 382(l)(5) Plan or determine that there is no longer a reasonable possibility that Section 382(l)(5) of the Internal Revenue Code will be utilized, the Debtors shall promptly post a notice of such withdrawal or determination on the Case Information Website.

(d) <u>Procedures for Implementing a Sell Down Order</u>. Each transfer of Covered Claims required by a final Sell Down Notice shall occur prior to the later of (i) the date that is ten calendar days after the date of confirmation of the 382(l)(5) Plan, (ii) the date that is 30 calendar

days after receipt of the Sell Down Notice and (iii) the date specified in all of the Sell Down Notices.

Once a Potentially Substantial New Equityholder has transferred its Covered Claims in accordance with the preceding paragraph, such Entity (i) shall, no later than five calendar days following the latest date for completing such transfer in accordance with the preceding paragraph, serve on the Debtors, their counsel, and counsel for the Creditors' Committee a notice in the form attached hereto as Exhibit 2C (a "Notice of Completed Sell Down") and (ii) under no circumstances shall acquire additional Covered Claims in a manner that would increase the amount of the reorganized Debtors' equity to which such Entity would be entitled, pursuant to the implementation of the 382(l)(5) Plan, above the percentage specified in the Sell Down Notice applicable to such Entity.

- (e) <u>Procedure if no Sell Down Notices are Required</u>. If the Debtors determine, based on the Substantial Claimholder Notices filed in response to the Reporting Notice, that no Sell Down Notices appear necessary in order to implement the 382(l)(5) Plan, the Debtors may move the Court for an order requiring advance notice of certain acquisitions of Covered Claims (the "Claims Trading Notice Order"). Under the Claims Trading Notice Order,
- (i) any Potentially Substantial New Equityholder proposing to acquire Covered Claims in a transaction following which such Entity would have Tax Ownership of Covered Claims that, pursuant to the terms of the 382(1)(5) Plan, would entitle such Entity to receive equity of the reorganized Debtors in excess of the amount of equity to which such Entity would have been entitled based on the holdings reported on such Entity's Substantial Claimholder Notice, and
- (ii) any Entity that would become a Potentially Substantial New Equityholder by virtue of a proposed acquisition of Covered Claims

will be required, prior to the consummation of any such transaction, to serve on the Debtors, their counsel, and counsel for the Creditors' Committee, a notice in the form attached hereto as Exhibit 2D (a "Proposed Covered Claim Transaction Notice"). The same procedures applicable to a Proposed Stock Transaction Notice will apply with respect to a Proposed Covered Claim Transaction Notice. If the Debtors do not give written consent to the proposed transaction and the Entity that has delivered the Proposed Covered Claim Transaction Notice requests a hearing, the procedures and standards of proof described in subparagraph (c) of this paragraph 7 will apply.

In addition, the Claims Trading Notice Order will require any Entity that has acquired Tax Ownership of Covered Claims as to which a notice would have been required under the preceding paragraph, but for the fact that such acquisition occurred prior to the entry of the Claims Trading Notice Order, to serve notice of such fact on the Debtors, their counsel, and counsel for the Creditors' Committee within fifteen (15) calendar days of the entry of the Claims Trading Notice Order. If the Debtors determine that the retention by such Entity of such Covered Claims could jeopardize the implementation of the 382(I)(5) Plan, they will serve a Sell Down Notice on such Entity, in which case the procedures and standards of proof described in subparagraph (c) of this paragraph 7 will apply.

## 8. Confidentiality.

The Debtors, their counsel, and counsel for the Creditors' Committee shall keep all information provided in Notices delivered pursuant to this Final Order strictly confidential and shall not disclose the contents thereof to any person (including any member of any Creditors' Committee), except (i) to the extent necessary to respond to a petition or objection filed with the

Court, (ii) to the extent otherwise required by law, or (iii) to the extent that the information contained therein is already public; provided, however, that the Debtors may disclose the contents thereof to their financial advisers who shall keep all such notices strictly confidential and shall not disclose the contents thereof to any other person subject to further Court order. To the extent information subject to the confidentiality provisions of this paragraph 8 is necessary to respond to a petition or objection filed with the Court, such confidential information shall be filed under seal or in redacted form. For the avoidance of doubt, the foregoing provisions shall not preclude the Debtors or the Creditors Committee from including in their unredacted, unsealed filings with the Court summary information regarding the amount of equity of the reorganized Debtors that Potentially Substantial New Equityholders (not identified by name or otherwise) would be expected to receive under the terms of the 382(1)(5) Plan before and after the implementation of the Sell Down Order.

### 9. Sanctions for Noncompliance.

- (a) <u>Noncompliance Relating to Stock</u>. Acquisitions and dispositions of Tax

  Ownership of Stock in violation of the restrictions and procedures set forth in paragraph 5 shall be void <u>ab initio</u>, and the sanction for violating paragraph 5 shall be reversal of the noncompliant transaction or such other (or additional) measures as the Court may consider appropriate.
- (b) Noncompliance Relating to a Sell Down Notice or a Claims Trading Notice Order. In the event that any Entity fails to comply with a final Sell Down Notice applicable to it, such Entity shall not be entitled to acquire Tax Ownership of any equity of the reorganized Debtors (or consideration in lieu thereof) in connection with the implementation of the 382(l)(5) Plan in excess of the percent specified on such Sell Down Notice. Any Entity that did not file a

Substantial Claimholder Notice shall not be entitled to acquire Tax Ownership of any equity of the reorganized Debtors (or consideration in lieu thereof) in excess of the Applicable Percentage in connection with the implementation of the 382(1)(5) Plan. Any Entity that acquires Covered Claims in violation of a Sell Down Order or a Claims Trading Notice Order shall not be entitled to acquire Tax Ownership of any equity of the reorganized Debtors (or consideration in lieu thereof) in connection with the implementation of the 382(1)(5) Plan in excess of the percentage of equity to which such Entity would have been entitled had it not acquired such Covered Claims. Prior to the time the foregoing sanctions (the "Equity Forfeiture Provisions") are made effective, the Debtors shall give notice to the Entity upon whom such sanctions are to be imposed. Such Entity will then have ten days to obtain an injunction by this Court to prevent the imposition of such sanctions. If an injunction is not obtained within such ten day period, then the sanctions shall be effecting without further order of the Court. If such injunction is obtained, then the matter shall be disposed of as determined by the Court. Any purported acquisition of Tax Ownership of stock of the reorganized Debtors pursuant to the implementation of the 382(1)(5) Plan that is precluded by the Equity Forfeiture Provisions (such stock the "Forfeited Equity") shall be void ab initio. Any Entity that receives Forfeited Equity shall, immediately upon becoming aware of such fact, return the Forfeited Equity to the Debtors or, if all of the shares properly issued to such Entity and all or any portion of such Forfeited Equity have been sold prior to the time such Entity becomes aware of such fact, such Entity shall return to the Debtors (i) any Forfeited Equity still held by such Entity and (ii) the proceeds attributable to the sale of Forfeited Equity, calculated by treating the most recently sold shares as Forfeited Equity. Any Entity that receives Forfeited Equity and deliberately fails to comply with the preceding sentence

shall be subject to such additional sanctions as the Court may determine. In no event, however, shall an acquisition or disposition of Tax Ownership of Covered Claims be rendered void or unenforceable by reason of this Final Order. The Debtors shall distribute any Forfeited Equity in accordance with the 382(l)(5) Plan.

- 10. Special Rule. An Entity acquiring or disposing of Tax Ownership of Stock or Covered Claims in the capacity of Agent of another Entity shall not be treated as a Substantial Equityholder or Substantial Claimholder solely to the extent acting in the capacity of Agent, and shall not have an affirmative duty to inquire whether the account, customer, investment fund, principal, trust, or beneficiary is subject to any restrictions or requirements under this Final Order; provided, however, that the account, customer, fund, principal, trust, or beneficiary shall not be excluded from this Final Order by reason of this paragraph. Specifically and for the avoidance of doubt, the trustee of any trust, any indenture trustee, owner trustee, pass-through trustee, subordination agent, registrar, paying agent or transfer agent, in each case for any ownership interests, bonds, debentures, or other debt securities (collectively, "Debt Securities") (a) issued by any of the Debtors, (b) issued by any governmental or quasi-governmental authority for the benefit of any of the Debtors, or (c) secured by assets of any of the Debtors or agreements with respect to such assets (any such person, an "Indenture Trustee"), shall not be treated as a "Substantial Claimholder" solely to the extent acting in the capacity described above; provided, however, that neither any transferee of Claims nor any Entity for whom an Indenture Trustee acts shall be excluded solely by reason of this provision.
- 11. <u>Other Available Remedies</u>. Nothing in this Final Order shall be interpreted to prevent a secured party or Indenture Trustee from exercising the remedies available to it (whether arising

under law or contract and including the exercise by such secured party or Indenture Trustee, as the case may be, of any foreclosure rights), to the extent such remedies are not otherwise prohibited by law.

- Notice of this Final Order. Within five business days of the entry of this Final Order, the 12. Debtors shall (i) submit a notice of the entry of this Final Order (substantially in the form attached hereto as Exhibit 3) for publication on the Bloomberg newswire service and the Depository Trust Company Legal Notice System (also known as LENS); (ii) post such notice together with a copy of this Final Order on the Case Information Website, as described in the Case Management Order, for posting of documents in the Debtors' cases; (iii) serve a notice of the entry of this Final Order on (1) the Office of the United States Trustee for the Southern District of New York; (2) all indenture trustees for the Covered Claims; (3) counsel for the Creditors' Committee; (4) any identified Substantial Equityholders and Substantial Claimholders; and (5) the Internal Revenue Service. Upon receipt of such notice, and, if requested by the Debtors, any indenture trustees shall send such notice to all holders of the Covered Claims of more than \$70 million registered with such indenture trustee or transfer agent; provided that, if any indenture trustee provides the Debtors with the name and addresses of all holders of the Covered Claims of more than \$70 million registered with such indenture trustee, the Debtors shall deliver such notice to such holders at the Debtors' expense; and provided further that, neither any indenture trustee nor the Debtors shall be required to serve such notice on the Depositary Trust Company.
- 13. Any notice required by this Final Order to be served by Substantial Claimholders, if effected prior to the filing of a proof of claim by a Substantial Claimholder, shall not limit the

right of a creditor to assert any and all claims, whether or not such claims are in addition to or differ from those listed on the notice, in a proof of claim filed in accordance with any future orders of this Court.

- 14. The Debtors may waive, in writing and in their sole and absolute discretion, any and all restrictions, stays, and notification procedures contained in this Final Order.
- 15. The requirements set forth in this Final Order are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and do not excuse compliance therewith.
- 16. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Final Order.
- 17. The requirement under Rule 9013 1(b) of the Local Bankruptcy Rules for the Southern District of New York for the filing of a memorandum of law is waived.
- 18. <u>Definitions</u>. For purposes of this Final Order, the following definitions shall apply:

"382(I)(5) Plan" means a plan of reorganization for the Debtors under chapter 11 of the Bankruptcy Code pursuant to which there is a reasonable possibility that section 382(I)(5) of the Internal Revenue Code will be utilized and which provides that transfers of Tax Ownership of the reorganized Debtors' equity will be subject to reasonable restrictions for not less than two years after the reorganization.

"Agent" means a broker, account manager, agent, custodian, nominee, prime broker, clearinghouse, or trustee (including an Indenture Trustee but not including a trustee qualified under section 401(a) of the Internal Revenue Code).

"Applicable Percentage" means, if only one class of common equity of the reorganized Debtors is to be issued pursuant to the terms of a 382(l)(5) Plan, 4.75% of the number of such shares that the Debtors reasonably estimate will be issued at the effective time of such 382(l)(5) Plan. If more than one class of equity of the reorganized Debtors is to be distributed pursuant to the terms of a 382(l)(5) Plan, the Applicable Percentage shall be determined by the Debtors in their reasonable judgment in a manner consistent with the estimated range of values for the equity to be distributed reflected in the valuation analysis set forth in the Disclosure Statement, and shall be expressed in a manner that makes clear how many shares of common equity would constitute the Applicable Percentage.

"Bankruptcy Code" means title 11 of the United States Code.

"Claims Trading Notice Order" has the meaning given in paragraph 7(e).

"Consenting Claimholder" has the meaning given in paragraph 6(c).

"Covered Claims" means any claims within the meaning of section 101(5) of the Bankruptcy Code against one or more Debtors that is not a first priority claim, provided that, that solely for purposes of this Final Order, Covered Claims shall not include any (a) claims pursuant to the 5-Year Third Amended and Restated Credit Agreement among, inter alia, Delphi Corporation, as Borrower, and JPMorgan Chase Bank, N.A. as Administrative Agent, dated as of June 14, 2005, or the Revolving Credit, Term Loan and Guaranty Agreement among inter alia, Delphi Corporation, a Debtor and a Debtor-in-Possession under chapter 11 of the Bankruptcy Code, as Borrower, and JPMorgan Chase Bank, N.A., as

Administrative Agent, dated as of October 14, 2005, and as amended as of October 27, 2005.

"Creditors' Committee" means the official committee of unsecured creditors that has been appointed in these cases.

"Debtors" has the meaning given in the first paragraph hereof.

"Debt Securities" has the meaning given in paragraph 11.

"Disclosure Statement" means a disclosure statement filed with the Court relating to a proposed plan of reorganization for the Debtors under chapter 11.

"Effective Time" means the time of effectiveness of the Interim Order.

"Entity" means a person or entity for purposes of the rules under section 382 of the Internal Revenue Code.

"**Equity Forfeiture Provision**" has the meaning given in paragraph 9(b).

"Forfeited Equity" has the meaning given in paragraph 9(b).

"Indenture Trustee" has the meaning given in paragraph 11.

"Internal Revenue Code" means the Internal Revenue Code of 1986, as amended.

"Interim Order" has the meaning given in paragraph 2.

"Final Order" has the meaning given in paragraph 2.

"Motion" has the meaning given in the first paragraph hereof.

"Newly Traded Covered Claims" means Covered Claims (a) of which an Entity acquired Tax Ownership after the date that was 18 months before the Petition Date; and (b) that are not "ordinary course" claims, within the meaning of

Treasury regulations section 1.382-9(d)(2)(iv), of which the same Entity has always had Tax Ownership.

"Notice" has the meaning given in paragraph 5.

"Notice of Completed Sell Down" has the meaning given in paragraph 7(d).

"Notice of Consent" has the meaning given in paragraph 6(c).

"Notice of Status as a Substantial Equityholder" has the meaning given in paragraph 4.

"Order Time" has the meaning given in paragraph 2.

"Participation Restriction" has the meaning given in paragraph 6(b).

"Petition Date" means October 8, 2005.

"Potentially Substantial New Equityholder" has the meaning given in paragraph 7(b).

"Preliminary Percentage" has the meaning given in paragraph 7(b).

"Proposed Covered Claim Transaction Notice" has the meaning given in paragraph 8(e).

"Proposed Stock Transaction Notice" has the meaning given in paragraph 5.

"Protected Amount" means the amount of Covered Claims of which an Entity has Tax Ownership at the Effective Time,

(i) increased by (A) the amount of Covered Claims of which such Entity acquires Tax Ownership pursuant to contracts entered into before the Effective Time and (B) the amount of Covered Claims of which such Entity acquires Tax Ownership after the Effective Time pursuant to the exercise of rights under a secured debt instrument (including a voluntary

foreclosure) of which such Entity has Tax Ownership before the Effective Time, *minus* the amount of Covered Claims of which such Entity disposes pursuant to contracts entered into before the Effective Time;

- (ii) *increased* by an amount of Covered Claims (the "**Acquired Covered Claims**") of which such Entity ("**Acquiror**") acquires Tax Ownership from another Entity ("**Transferor**") if and only to the extent that Acquiror establishes by clear and convincing evidence, following the receipt of a Sell Down Notice, that:
  - (A) Transferor is bound by a written agreement to reduce its Protected Amount by an amount equal to the increase in Acquiror's Protected Amount pursuant to this clause (ii) (the "Additional Protected Amount") and
  - (B) if Transferor had retained Tax Ownership of the Acquired Covered Claims and any other Covered Claims of which it had Tax Ownership as of the date of transfer of the Acquired Covered Claims, (x) its Protected Amount would have been equal to or greater than the Additional Protected Amount, (y) the Acquired Covered Claims would have been Newly Traded Covered Claims as to Transferor, and (z) it would have been entitled under the terms of the 382(l)(5) Plan (after compliance with a Sell Down Notice properly applicable to it) to acquire Tax Ownership of five percent or more of the equity of the reorganized Debtors;
- (iii) decreased by (A) the amount of Covered Claims held by such Entity as of the Effective Time that are not Newly Traded Covered Claims in the hands of such Entity and that are subsequently disposed of by such Entity and (B) the amount of Covered Claims of which the Entity had Tax Ownership at the Effective Time (as adjusted under (i) and (iii)(A) above), if such Entity acquires Acquired Covered Claims (and meets the requirements set forth in (ii) above) such that the Entity's aggregate Tax Ownership of Covered Claims would (absent the application of this (iii)(B)) entitle the Entity under the terms of the 382(l)(5) Plan to acquire Tax Ownership of five percent or more of the equity of the reorganized Debtors and such Entity would not have otherwise have been entitled under the terms of the 382(l)(5) Plan to five percent or more of the equity of the reorganized Debtors but for the acquisition of the Acquired Covered Claims.

"Reporting Notice" has the meaning given in paragraph 7(a).

"Sell Down Notice" means a notice to a Potentially Substantial New

Equityholder requiring the Potentially Substantial New Equityholder to transfer

Covered Claims in accordance with paragraphs 6 and 7.

"**Sell Down Order**" has the meaning given in paragraph 7(b).

"Stock" means the common stock of Delphi Corporation.

"Substantial Claimholder" means an Entity that has Tax Ownership of an aggregate amount of Covered Claims measured where applicable by principal and accrued interest as of the Petition Date, that equals or exceeds the Threshold Amount (as determined from time to time).

"Substantial Claimholder Notice" has the meaning given in paragraph 7(a).

"Substantial Equityholder" means an Entity that has Tax Ownership of at least 26.5 million shares of Stock (representing approximately 4.75% of the outstanding Stock).

"Substantial Equityholder Notice" has the meaning given in paragraph 4.

"Tax Ownership" means beneficial ownership of a Covered Claim or of Stock as determined in accordance with applicable rules under section 382 and, to the extent provided in those rules shall include, but not be limited to, direct and indirect ownership (e.g., a holding company would be considered to have Tax Ownership of all shares owned or acquired by its 100% owned subsidiaries), ownership by members of a person's family and persons acting in concert and, in certain cases, the creation or issuance of an option (in any form). Any variation of the term Tax Ownership shall have the same meaning and an "option" to acquire stock or claims shall include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock

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or similar interest, regardless of whether it is contingent or otherwise not currently

exercisable. Tax Ownership of Covered Claims shall be determined as if such

Covered Claims were stock of the Debtors.

"Threshold Amount" means, as an initial matter, \$190 million. The

Debtors will periodically review the definition of the Threshold Amount, in

consultation with the Creditors' Committee, to ensure the reasonableness thereof,

but in no event shall the Threshold Amount be decreased with retroactive effect.

Any proposed changes to the definition of the term Threshold Amount will be

filed with the Court and served and published in the manner described in

paragraph 12. Any such proposed changes to the definition of the term Threshold

Amount will become effective ten days following the filing of such proposed

change with this Court; provided, however, that if any objection is filed with

respect to such proposed change the matter will be disposed of as determined by

the Court at the next omnibus hearing.

Dated: New York, New York

January \_\_\_\_, 2006

UNITED STATES BANKRUPTCY JUDGE

24

PROPOSED FINAL TRADING ORDER

## Exhibit 1A

| UNITED STATES BANKRUPTCY COU<br>SOUTHERN DISTRICT OF NEW YORI          |  |
|--|--|
|  | X  |
| In re:   | : Chapter 11   |
| DELPHI CORPORATION, et al.,  | : Case No. 05–44481 (RDD)  |
| Debtors.   | : (Jointly Administered)   |
| NOTICE OF STATUS AS A SU   | x<br>BSTANTIAL EQUITYHOLDER  |
| PLEASE TAKE NOTICE that Tax Ownership ofshares of the "Stock").        | at, as of, 200[], [Name] has ne common stock of Delphi Corporation (the          |
| PLEASE TAKE FURTHER N this notice is being (i) filed with the United S | NOTICE that pursuant to the Final Order, tates Bankruptcy Court for the Southern |

PLEASE TAKE FURTHER NOTICE that pursuant to the Final Order, this notice is being (i) filed with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, and (ii) served upon (A) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (B) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (C) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n. Mitchell A. Seider.

<sup>&</sup>lt;sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "**Final Order**").

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

| Respectionly s        | submitted, |
|-----------------------|------------|
| [Name]                |            |
| [Address] [Telephone] |            |
| [Facsimile]           |            |

Dated: [city, state] \_\_\_\_\_, 200[]

## Exhibit 1B

| The second secon |  |
|--|--|
| UNITED STATES BANKRUPTCY COU<br>SOUTHERN DISTRICT OF NEW YORK  |  |
|  | x  |
|  | :  |
| In re:   | : Chapter 11   |
|  | :  |
| DELPHI CORPORATION, et al.,  | : Case No. 05-44481 (RDD)  |
|  | :  |
| Debtors.   | : (Jointly Administered)   |
|  | :  |
|  | :  |
|  | X  |
|  | O PURCHASE, ACQUIRE OR  TAX OWNERSHIP OF STOCK   |
|  | at [Name] intends to purchase, acquire or shares of the common stock of Delphi and the "Stock"). |
| PLEASE TAKE FURTHER 1 Proposed Transaction, [Name] has Tax Owr Stock.  | NOTICE that, prior to giving effect to the nership of shares of the                              |
|  | NOTICE that, after giving effect to the<br>Tax Ownership of shares of the                        |
| notice is being (i) filed with the United State of New York, Alexander Hamilton Custom York 10004-1408, and (ii) served upon (A)   | Att'n General Counsel and Chief Tax Officer,   |

Randall G. Reese, and (C) counsel to the Creditors' Committee, Latham & Watkins LLP,

Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and

<sup>&</sup>lt;sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "Final Order").

885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

[Name] further acknowledges and agrees that (i) if the Debtors object to the Proposed Transaction and seek an order from the Court prohibiting the Proposed Transaction within 15 calendar days of receiving this notice, then the Proposed Transaction may not be consummated unless the Court issues a final and nonappealable order denying the order sought by the Debtors or the Debtors withdraw their objection, (ii) any transaction purportedly consummated in violation of the Final Order will be void ab initio and will result in the imposition of sanctions as provided in the Final Order, and (iii) any further transactions contemplated by [Name] that may result in [Name] purchasing, acquiring or otherwise obtaining Tax Ownership of additional Stock will each require an additional notice be filed with the Court and served in the same manner as this notice.

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address] [Telephone] [Facsimile]

Dated: [city, state] \_\_\_\_\_, 200[]

### Exhibit 1C

| UNITED STATES BANKRUPTCY COURSOUTHERN DISTRICT OF NEW YORK   |  |
|--|--|
|  | x  |
|  | :  |
| In re:   | : Chapter 11   |
|  | :  |
| DELPHI CORPORATION, et al.,  | : Case No. 05–44481 (RDD)  |
|  | :  |
| Debtors.   | : (Jointly Administered)   |
|  | :  |
|  | x  |
| NOTICE OF INTENT TO OTHERWISE DISPOSE OF TA  | AX OWNERSHIP OF STOCK  |
|  | t [Name] intends to sell, exchange or                                |
| otherwise dispose of Tax Ownership <sup>1</sup> of<br>Delphi Corporation (the " <b>Proposed Transact</b> " |  |
| Deiphi Corporation (the <b>Froposed Transact</b>   | tion and the Stock ).  |
| PLEASE TAKE FURTHER NOTICE that, Transaction, [Name] has Tax Ownership of _                                |  |
| PLEASE TAKE FURTHER N<br>Proposed Transaction, [Name] would have Ta<br>Stock.                              | OTICE that, after giving effect to the ax Ownership of shares of the |

PLEASE TAKE FURTHER NOTICE that pursuant to the Final Order this notice is being (i) filed with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, and (ii) served upon (A) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (B) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (C) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

<sup>&</sup>lt;sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "**Final Order**").

[Name] further acknowledges and agrees that (i) if the Debtors object to the Proposed Transaction and seek an order from the Court prohibiting the Proposed Transaction within 15 calendar days of receiving this notice, then the Proposed Transaction may not be consummated unless the Court issues a final and nonappealable order denying the order sought by the Debtors or the Debtors withdraw their objection, (ii) any transaction purportedly consummated in violation of the Final Order will be void ab initio and will result in the imposition of sanctions as provided in the Final Order, and (iii) any further transactions contemplated by [Name] that may result in [Name] selling, exchanging or otherwise disposing of Tax Ownership of additional Stock will each require an additional notice be filed with the Court to be served in the same manner as this notice.

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address] [Telephone] [Facsimile]

Dated: [city, state] \_\_\_\_\_, 200[]

### Exhibit 2A

| UNITED STATES BANKRUPTCY COURT |
|--------------------------------|
| SOUTHERN DISTRICT OF NEW YORK  |

----- X

:

In re: : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05–44481 (RDD)

•

Debtors. : (Jointly Administered)

:

------ x

### **NOTICE OF CONSENT**

PLEASE TAKE NOTICE that [Name] (i) has read the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities (the "Final Order"), (ii) consulted with counsel as [Name] deems appropriate, (iii) understands the Participation Restriction, (iv) acknowledges that [Name] may be required to sell Covered Claims or to refrain from purchasing Covered Claims pursuant to the procedures set out in paragraph 7 of the Final Order, and (v) agrees to fully and timely comply with the procedures set out in paragraph 7 of the Final Order, including sending a Notice of Completed Sell Down, and (vi) accepts that failure to comply with the obligations and procedures set out in paragraph 7 of the Final Order could subject [Name] to the Equity Forfeiture Provisions.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Final Order, this notice is being served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (iii) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

<sup>&</sup>lt;sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order.

PLEASE TAKE FURTHER NOTICE THAT, this Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]
[Telephone]
[Facsimile]

Dated: [city, state] \_\_\_\_\_\_, 200[]

## Exhibit 2B

| UNITED STATES BANKRUPTCY COURT<br>SOUTHERN DISTRICT OF NEW YORK | Γ |                         |
|---|---|-------------------------|
|   | X |                         |
|   | : |                         |
| In re   | : | Chapter 11              |
|   | : |                         |
| DELPHI CORPORATION, <u>et</u> <u>al.</u> ,                      | : | Case No. 05-44481 (RDD) |
|   | : |                         |
| Debtors.  | : | (Jointly Administered)  |
|   | : |                         |
|   | X |                         |

## **SUBSTANTIAL CLAIMHOLDER NOTICE**

PLEASE TAKE NOTICE that [Name] has Tax Ownership¹ of an aggregate amount of Covered Claims that equals or exceeds the Threshold Amount, measured, where appropriate, by principal and accrued interest as of the Petition Date. As of \_\_\_\_\_\_ 200[], [Name] has Tax Ownership of the following Covered Claims:

| <u>Debtor</u> | Description of<br>Covered Claim | Amount of<br>Covered Claim | Directly Owned? |
|---------------|---------------------------------|----------------------------|-----------------|
|               |                                 |                            |                 |
|               |                                 |                            |                 |
|               |                                 |                            |                 |
|               |                                 |                            |                 |

PLEASE TAKE FURTHER NOTICE that pursuant to the Final Order, this notice is being served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (iii) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

<sup>&</sup>lt;sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "Final Order").

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]
[Telephone]
[Facsimile]

Dated: [city, state] \_\_\_\_\_\_, 200[]

## Exhibit 2C

| SOUTHERN DISTRICT OF NEW YORK       | Γ |                         |
|-------------------------------------|---|-------------------------|
|                                     | X |                         |
|                                     | : |                         |
| In re:                              | : | Chapter 11              |
|                                     | : |                         |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
|                                     | : |                         |
| Debtors.                            | : | (Jointly Administered)  |
|                                     | : |                         |
|                                     | X |                         |

### **NOTICE OF COMPLETED SELL DOWN**

PLEASE TAKE NOTICE that [Name] has transferred Tax Ownership<sup>1</sup> of Covered Claims as required by the final Sell Down Notice applicable to it (the "**Sell Down**").

PLEASE TAKE FURTHER NOTICE that, after giving effect to the Sell Down, [Name] has Tax Ownership of Covered Claims, as set forth below:

| <u>Debtor</u> | Description of<br>Covered Claim | Amount of<br>Covered Claim | Directly Owned ? |
|---------------|---------------------------------|----------------------------|------------------|
|               |                                 |                            |                  |
|               |                                 |                            |                  |
|               |                                 |                            |                  |
|               |                                 |                            |                  |

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, this notice is being served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (iii) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

<sup>&</sup>lt;sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "Final Order").

PLEASE TAKE FURTHER NOTICE that [Name] acknowledges and agrees that, pursuant to the Final Order, (i) any further transactions contemplated by [Name] that result in [Name's] purchasing, acquiring or otherwise obtaining Tax Ownership of additional Covered Claims may be prohibited, and (ii) failure to comply with the obligations and procedures set out in paragraph 7 of the Final Order could subject [Name] to the Equity Forfeiture Provisions.

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]
[Telephone]
[Facsimile]

Dated: [city, state] \_\_\_\_\_\_, 200[]

### Exhibit 2D

| SOUTHERN DIST                                  | BANKRUPTCY CO<br>RICT OF NEW YOI          | RK   |                     |  |
|--|---|--|---------------------|--|
| n re   | DATION 44 -1                              | : Chapter 11   |                     |  |
| DELPHI CORPORATION, <u>et al.,</u><br>Debtors. |   | : Case No. 05–44481 (RDD) : (Jointly Administered) : |                     |  |
| PLEA   | ASE TAKE NOTICE the convership of \$      | hat [Name] intends to                                | o purchase, acquire |  |
|  | ASE TAKE FURTHER<br>on, [Name] has Tax Ov |  |                     |  |
| <u>Debtor</u>                                  | Description of Covered Claim              | Amount of Covered Claim                              | Directly Acquired?  |  |

<sup>&</sup>lt;sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "**Final Order**").

| PLEASE TAKE FURTHER NOTICE that, after giving e             | effect to the |
|---|---------------|
| Proposed Transaction, [Name] would have Tax Ownership of \$ | of Covered    |
| Claims.   |               |

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, this notice is being served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (iii) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000 New York, New York 10022-4834, Att'n Mitchell A. Seider.

[Name] further acknowledges and agrees that (i) if the Debtors do not provide written approval of the Proposed Transaction, the Proposed Transaction may not be consummated unless approved by a final and nonappealable order of the Court, and (ii) that any unapproved acquisition of Covered Claims may result in [Name's] being subject to the Equity Forfeiture Provisions, and (iii) any further transactions contemplated by [Name] that may result in [Name] purchasing, acquiring or otherwise obtaining Tax Ownership of additional Covered Claims may require an additional notice with the Court to be served in the same manner as this notice.

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Address]
[Telephone]
[Facsimile]

[Name]

Dated: [city, state] \_\_\_\_\_\_, 200[]

### Exhibit 3

# **PUBLICATION NOTICE**

COURT ENTERS FINAL ORDER RESTRICTING TRADING IN EQUITY AND DEBT OF DELPHI CORPORATION AND AFFILIATES.

The United States Bankruptcy Court for the Southern District of New York has entered a final order that imposes substantial restrictions on trading in equity interests in and debt claims against Delphi Corporation and affiliates. A copy of the order maybe found at the following internet address: <a href="www.delphidocket.com">www.delphidocket.com</a>; questions regarding the order may be directed to representatives of the Debtors at the following telephone number:

The case number for the bankruptcy action is 05-44481 (RDD).